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TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 131
ACCEPTED FOR FILING AUGUST 13, 1958.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Corporations Act (Ontario) by
Letters Patent dated 9th November, 1945.

Particulars of Incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by
Letters Patent dated May 1st, 1957)

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Head office address and any other office address.	Head Office: Suite 1024, 85 Richmond St. W., Toronto, Ontario Exec. Office: Suite 1404, 330 Bay St., Toronto, Ontario
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting Agreement on 400,000 treasury shares at 20¢ per share, and 100,000 treasury shares at 25¢ per share.
3. Names, addresses and chief occupations for the past five years of officers and directors.	Pres. & Director: F. M. Fielder, 494 Avenue Road, Toronto. Statistician Vice-Pres. & Director: J. L. Appelbaum, Ste. 1404, 330 Bay St., Toronto. Financier Sec. Treas. & Director: Samuel Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto. Chartered Secretary; Partner of Taylor & Robson, Corporation Secretaries. Director: R. H. Tetlaw, 8 Donwoods Grove, Toronto. Stockbroker Director: W. P. Mackle, Bergman Bldg., Kenora, Ontario. Mining Engineer 2 Vacancies
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 6,000,000 shares of \$1.00 each Par Value. Issued - 5,200,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	None
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Houston & Co., 335 Bay St., Toronto 655,950 shares James Richardson & Sons, Winnipeg, Manitoba 199,271 shares Thomson & McKinnon, 55 Yonge St., Toronto 155,516 shares E.H. Pooler & Co. Ltd., 302 Bay St., Toronto 95,300 shares Craddock Securities Ltd., 55 Yonge St., Toronto 89,666 shares The Company has no information as to the beneficial ownership of any of the above shares. However, John L. Appelbaum, 330 Bay St., Toronto, is the registered owner of 52,000 shares and the beneficial owner of 231,000 shares in various street names, a total of 283,000 shares.
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated 7th August, 1958, Morgan Securities Limited, 335 Bay St., Toronto, has agreed, subject to acceptance by Toronto Stock Exchange, to firmly purchase 400,000 shares of the Company's Capital Stock at 20¢ per share, and 100,000 shares of the Company's Capital Stock at 25¢ per share, payable forthwith.
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Morgan Securities Limited, 335 Bay St., Toronto - 40% J.L. Appelbaum & Co. Ltd., 330 Bay St., Toronto - 60% (J.L. Appelbaum & Co. Ltd. is controlled by John L. Appelbaum and no other person has more than a 5% interest in the said company)
9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None

ENGINEER'S REPORT

REPORT

on the

PICKLE LAKE PROPERTY

of

NORPAX NICKEL MINES LIMITED

District of Patricia,

Ontario

History

Discovered back in 1928 when bush flying was really born and gave great impetus to prospecting, the Pickle Lake camp has had an exciting and lucrative history. The two mines from which, thus far, all gold production has issued (the Central Patricia and the Pickle Crow) were discovered almost simultaneously. As both were sensational, a great staking "rush" was immediately touched off in the winter of 1928-29. When the snows melted off, however, in the ensuing spring, it was found that most of the favourable belt of greenstones were either covered by a mantle of gravel or submerged in vast areas of muskeg. This discouraged surface finds and prospecting interest waned leaving the field to the lucky holders of the two outstanding key finds. Central Patricia Gold Mines Limited and Pickle Crow Gold Mines Limited, both acquired large holdings and launched into long lives of profitable production. Curiously enough the two occurrences differed markedly in their characteristics. Central Patricia's gold values were associated with sulphides in iron formation and visible gold was a rarity. Pickle Crow, on the other hand, was strictly a gold quartz proposition with its values almost exclusively in the form of free gold - iron formation, where present, merely provides structure. Intimately associated with the Pickle Crow rocks are great intrusions of quartz-porphyrates - the unquestionable source of the gold - and the productive quartz veins occur either in the greenstones close to the porphyries or, as is more and more the case now, entirely within the porphyries. Though not apparent in the original discoveries Pickle Crow proved to have the better sinews of long life. Both properties entered production around 1934. Central Patricia's mill closed down in December, 1951, after producing about \$23,000,000.00 in gold. Pickle Crow has already produced some \$40,000,000.00 and its outlook seems to be about as good as ever. Only a short time ago the writer was retained by the late Mr. Hamell to report on the property.

Norpax's "Metcalf Showing" (the original Norpax property) is similar mineralogically and geologically to the Pickle Crow mine - one of the soundest reasons for the optimism of the sponsors. It was the only noteworthy discovery, outside of the two leaders mentioned above, made in the original Pickle Lake rush. It lies, as has been noted, on the north contact of the greenstone belt. The writer, who was field engineer for Northern Aerial Minerals Exploration Company - a Jack Hamell organization - was intimately associated with the discovery and early development of the Pickle Crow mine and has been a close student of this camp ever since.

The Metcalf ground having come open in 1944, was staked and acquired by Norpax Gold Mines Limited who conducted the extensive drilling program of 1946-47. This company's name has since been changed to the present Norpax Nickel Mines Limited.

Location, Access

Early regarded as one of the better geological bets in a proven camp the original surface showings consisted of several narrow quartz veins with visible gold outcropping on the southwest slope of a low ridge as one emerged from a gigantic musket area (3 miles wide) immediately north of the Crow River at a point directly north of the Pickle Crow mine. It represents the first major effort at mine-making on the "north contact" of the Pickle Lake belt of favourable greenstones.

A winter road is out into the property down a system of gravel ridges from the Central Patricia Mine location. This road is capable of being bull-dozed out to provide a good truck road at relatively low cost.

For some years now an excellent all-weather road has been in use from Savant Lake (some 90 miles south) on the Canadian National Railway into the Pickle Lake camp to service the Pickle Crow mine. All modern facilities are provided in the camp - ample hydro-electric power, local motor roads, stores, Post Office, hotels, etc., etc., in connection with the long operating and flourishing Pickle Crow property. Hook-ups to these facilities will present no problem when required.

Claims, Acreage

The company's holdings consist of a group of 27 contiguous claims of which 17 are patented. The acreage is thus about 1,100 and fully protects the showings described in this report.

Geological Considerations

As a result of drilling done to date, considerable light has been thrown on the formation and structure in the Metcalf vein area. This appears to take the form of an over-turned syncline dipping steeply to the south with a dioritic core in the axis of the infolded greenstones flanked by carbonized tuffs - the whole intruded by quartz-porphyrates. The quartz-porphyrates recur at intervals for 5,000 feet to the southwest of the Metcalf area. This porphyry is exactly similar to that in which the Pickle Crow "North Mine" occurs.

The type of quartz material likewise closely resembles that of the famous Howell vein of the Pickle Crow mine. It is highly fractured, sometimes banded, with sparse pyrite, some chalcopryite and characterized by frequent occurrences of visible gold. Considerable free gold (not necessarily visible) must also be present since three representative grab samples from the original surface which the writer had assayed ran .79 ozs.; 1.70 ozs. and (exceptionally high) 5.15 ozs. Yet no visible gold could be seen in these samples. In past diamond drilling visible gold has been spotted in no less than 15 holes within a length drilled of 1,150 feet.

Work Done, Results Obtained

Some 15,000 feet of diamond drilling has already been done on the property. This program, started initially in April, 1946, with an X-Ray drill, gave such gratifying results that a heavier drill was landed on the property as soon as transportation permitted and the program stepped up. Shortly after the New Year of 1947, a second heavy drill was added.

Results of this work can be gathered from a scrutiny of the maps accompanying this report (See Schedule of Maps) - or from the more detailed data available from Head Office files. While the Metcalf vein, on which first interest centres, has been traced for 1,700 feet, the more potent portion of this length is its 1,150-foot westerly end. And it is now seen that this is due to its proximity to the substantial dike of quartz-porphyrates in this zone as shown on the pertinent maps. As has been said, visible gold was disclosed in 15 holes drilled within this length. In quartz of this type this is of transcendent importance.

It must be here pointed out, however, that not all of the holes drilled returned high values - some were low. This but points up the fact of the free gold (or free-milling) type of quartz in the Metcalf vein. It closely resembles the quartz of the Howell vein in the Pickle Crow mine. In other words, practically all of the values present are in the form of "free" gold (whether this is visible or not is relatively unimportant). Some samples have run over an ounce with no visible gold seen even with a high-powered lens. If, on the other hand, the free gold is not present, values will be low. But certainly in the Howell vein - which had the same characteristics - enough free gold was present to constitute an overall grade that was very high indeed.

Notes: See the Appendix to this report for an interesting basis of comparison of the results of some early diamond drilling done at the Pickle Crow mine with that of the Norpax drill results.

Because of the free gold nature of the Metcalf vein on the Norpax property, it is felt that an estimate of indicated ore reserves should not be made at this time but should await opening of the vein underground. Independent engineers conversant with the conditions hold the same view. However, assay plans covering the drilling done in the Metcalf area will be found attached to this report. It will be noted that some of the better intersections gave the following results:

Hole #14	-	\$37.07	across 1.0 feet
Hole #S-3	-	16.00	across 3.4 feet
Hole #S-14	-	16.44	across 5.4 feet
Hole #S-11	-	28.94	across 6.0 feet
Hole #S-4	-	18.24	across 1.2 feet
Hole #S-18	-	75.25	across 6.0 feet

The last intersection listed above, in addition to being the best, was also the deepest (except those in the porphyry). It occurred at a vertical depth of 470 feet, which is of high significance. The vein at this point also lies only a short distance south and almost parallel to a mass of quartz-porphyrates which the writer now wishes to discuss.

A reference to the accompanying geological map of the property indicates the extent and magnitude of the quartz-porphry formation (indicated in orange) in the eastern portion of the property. It will be noted that while the porphyry outcrops at its western extremity - near the collar of Hole 2-2 - yet some 2,000 feet east of here, in hole S-22, it was intersected at a vertical depth of 750 feet. The intersection was for a lineal footage of 420 - a fairly sizeable mass. A plunge to the northeast at some 20 degrees is therefore established. Commercial values of \$9.10 and \$4.20 were also had within the porphyry itself in fracture zones for widths up to 5.5 feet. Great significance is attached to the structural implications of this body of porphyry for the reason that Pickle Crow's entire now ore body, the "North Mine", lies within an exactly similar body of porphyry. Lying where it does, this porphyry on the Norpax lends itself to easy underground exploration from the drifts which will be run, in ordinary course, in the Metcalfe vein. The foot-wall of the porphyry (it is known to dip to the south while plunging to the northeast), for instance, could reveal very important ore bodies at depth.

Similar bodies of this quartz-porphry outcrop intermittently for at least one mile and a half along the favourable "break". 5,000 feet to the southwest of the Metcalfe vein area a large mineralized quartz vein up to 20 feet wide and 250 feet long, from which limited exploration has given values up to \$7.00 per ton, occurs within 100 feet of one of these large outcrops of porphyry.

Conclusions

In contemplating the picture presented by the results of diamond drilling in the Metcalfe area the following theory emerges:

The quartz-porphries are the source of all the gold values. The existence of a gold-bearing "break" within the quartz-porphry dike has been established by Holes S-22 and S-25. The porphyries (younger than the greenstone complex in which the surface outcrop of the Metcalfe vein occurs) have thrown values into this vein - explaining the slight variation in strike between the Metcalfe vein and the porphyry dike - and also the locality of the values in the Metcalfe vein. Evidence indicates that the dike has a somewhat flatter dip than the Metcalfe fracture and this will give a steep southwesterly plunge to the line of intersection. Values should be sought along the line of this intersection never losing sight of the "break" within the porphyry dike - the likely source of these values. Results from the deeper holes (southwest of the X-ray holes) bear out this contention.

The property has good surface showings in what is still a new area (the north contact) in a proven camp. Further, it is very unlikely that these are the best deposits on the property.

The vein material and geological formations closely resemble those of the Pickle Crow mine - its important, nearby neighbour.

Excellent results have been attained and the considerable sum of money already spent has removed the "first risk".

Recommendations

Preparatory to going underground, the writer recommends the drilling of three or four more deep diamond drill holes in the immediate area of the line of intersection of the quartz-porphry dike and the Metcalfe vein. It is entirely likely that these holes will have to average some 2,000 feet in depth. The precise location of these holes (except the first) will be determined by results obtained - and structural and formational conditions encountered - by preceding holes. Great care must be exercised in the spotting of each.

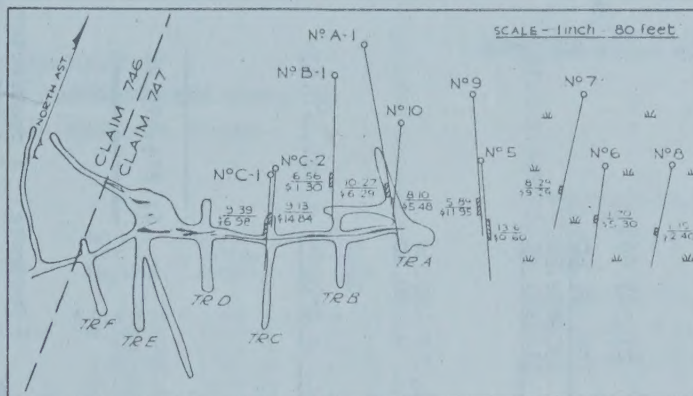
A sum of about \$50,000.00 should be earmarked for this job.

It is recommended that, in this case, "A"-size core be bored, firstly, because of the better sample obtained and, secondly, because of the better core recovery that may be expected.

Respectfully submitted,

Colin S. Johnston, P.Eng.,
Mining Engineer & Geologist

Toronto, Canada,
June 1, 1958.



ASSAY PLAN OF ORIGINAL
DIAMOND DRILL PROGRAM
AT PICKLE CROW GOLD MINES
SUMMER 1929

APPENDIX

The writer, who, as mentioned in the foregoing report, had charge of the original development work at the N.A.M.E. property which was later incorporated into Pickle Crow Gold Mines Limited, is able to present herewith (on a small scale) an assay plan of the original diamond drill program conducted on that property in the late summer of 1929. These figures, from an authentic source (39th Annual Report of Ontario Department of Mines, Vol. XXIX, Part II, 1930) are illuminating indeed, since they so conclusively bear out the point the writer has tried to make clear in his report; that diamond drill results from an erratic, high-grade vein where values are confined largely to "free" gold occurrences, are entirely likely to give an erroneously low average value.

The values and widths intersected for the 10 holes drilled are tabulated herewith:

Hole No.	Width (Ft.)	Value (\$)
C-1	9.39	6.98
C-2	9.13	14.84
B-1	6.56	1.30
10	8.10	5.48
A-1	10.27	6.29
5	13.60	.60
9	5.89	11.95
7	8.29	9.29
6	5.85	13.00
8	1.15	2.40

These figures give an average width of 7.8 feet at \$7.06 for a length of 420 feet. Yet this Howell vein when mined proved to have a length of some 1,500 feet, mined according to mill returns at \$22.91 per ton, and produced over twenty millions of dollars.

For the sake of comparison (though the writer wishes for the above reason not to quote individual tonnages and values from diamond drilling of the Norpax property at this time) it may be said that surface drilling at Norpax, for 25 drill intersections, works out to an average of 3.84 feet at \$12.87 for a length of 1,050 feet.

Respectfully submitted,

Colin S. Johnston, P.Eng.,
Mining Engineer and Geologist

Toronto, Ontario,
June 1, 1958.

NORPAX NICKEL MINES LIMITED
(Formerly Norpax Oils & Mines Limited)

AS AT JUNE 30, 1958

Approved on behalf of the Board:

Footnote: A contractor is claiming an additional amount of \$8,540.41 from the Company for road construction. The Company is disputing the liability and the amount is omitted from the financial statements.

"F. M. FIELDER"

Director

"S. TAYLOR"

Director

AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the balance sheet of Norpax Nickel Mines Limited as at June 30, 1958 and the statements of deferred exploration, development and administrative expenditures and of deficit for the period from May 1, 1957 to June 30, 1958. Our examination included a general review of the accounting procedures and such tests of accounts as we considered necessary in the circumstances.

In our opinion the above balance sheet and the related statements of deferred exploration, development and administrative expenditures and of deficit present fairly the financial position of the Company as at June 30, 1958.

Toronto, Ontario,
July 22, 1958.

Fiskes, Gordon & Company
Chartered Accountants.

NORPAX NICKEL MINES LIMITED
STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT
AND ADMINISTRATIVE EXPENDITURES
FOR THE PERIOD FROM MAY 1, 1957 TO JUNE 30, 1958

	Balance April 30, 1957	Additions during period	Balance June 30, 1958
Expenditures on Werner Lake Property:			
Exploration and development:			
Diamond drilling	\$107,038.89	\$ 35,511.48	\$ 142,550.37
Shaft sinking and stations	111,455.74	67.65	111,523.39
Drifting and crosscutting	96,631.76	90,404.75	187,036.54
Raising	-	5,876.75	5,876.75
Grouting	36,539.27	4,233.61	40,772.88
Sumps	4,588.88	-	4,588.88
	<u>\$356,254.54</u>	<u>\$136,094.27</u>	<u>\$492,348.81</u>
Mine office supervision and general mine expenses:			
Consulting engineers' fees and expenses	\$ 26,176.86	\$ 10,266.55	\$ 36,443.41
Repairs and maintenance - buildings and equipment	29,196.23	18,652.87	47,849.10
Transportation	13,782.74	3,809.18	17,591.92
Cookery expense	8,720.32	665.50	9,385.82
Surveys	4,280.50	10,262.30	14,542.80
Roads and clearing (see footnote to the balance sheet)	1,499.16	98,499.48	99,998.64
Assaying and sampling	4,140.68	8,032.58	12,173.26
Insurance	3,075.80	1,897.75	4,973.55
Miscellaneous mine expenses	8,693.40	5,035.89	13,729.29
Mine office expense	4,648.69	3,102.07	7,750.76
	<u>\$104,214.38</u>	<u>\$160,224.17</u>	<u>\$264,438.55</u>
Total expenditures - Werner Lake Property	\$460,468.92	\$296,318.44	\$756,787.36
Expenditures on other properties:			
Diamond drilling	\$104,335.27	-	\$ 104,335.27
Surface exploration, engineering and related costs	58,782.95	577.48	59,360.43
Licenses, fees and taxes	3,629.22	75.16	3,704.38
Cost of abandoned project - Saskatchewan oil permit	19,075.49	-	19,075.49
	<u>\$185,822.93</u>	<u>\$652.64</u>	<u>\$186,475.57</u>
Total exploration and development expenditures	\$646,291.85	\$296,971.08	\$943,262.93
Head office and administrative expenditures, per schedule	46,798.54	22,064.89	68,863.43
Total deferred expenditures	\$693,090.39	\$319,035.97	\$1,012,126.36

NORPAX NICKEL MINES LIMITED
SCHEDULE OF DEFERRED HEAD OFFICE AND ADMINISTRATIVE EXPENDITURES
FOR THE PERIOD FROM MAY 1, 1957 TO JUNE 30, 1958

	Balance April 30, 1957	Additions during period	Balance June 30, 1958
Share issue and transfer expense	\$10,380.58	\$ 3,979.15	\$14,359.73
Shareholders' information and publicity	12,508.31	5,420.27	17,928.58
Annual meeting expense	792.31	1,811.79	2,604.10
Stock exchange fees	2,597.21	800.00	3,397.21
Legal and audit fees	10,795.37	1,633.70	12,429.07
Head office services	14,100.00	4,200.00	18,300.00
Government fees and taxes	1,138.50	220.00	1,358.50
Travelling expense	2,372.68	1,811.95	4,184.63
Office supplies and expense	1,344.10	1,979.86	3,323.96
Directors' fees	5,850.00	500.00	6,350.00
	<u>\$61,879.06</u>	<u>\$22,356.72</u>	<u>\$84,235.78</u>
Less: Profit on sale of securities	\$ 4,244.25	\$ -	\$ 4,244.25
Interest earned	10,836.27	291.83	11,128.10
	<u>\$15,080.52</u>	<u>\$ 291.83</u>	<u>\$15,372.35</u>
Total head office and administrative expenditures	\$46,798.54	\$22,064.89	\$68,863.43

NORPAX NICKEL MINES LIMITED
STATEMENT OF DEFICIT
FOR THE PERIOD FROM MAY 1, 1957 TO JUNE 30, 1958

Balance, April 30, 1957, representing mining claims written off and investments in Shebnoir Mines Limited written down	\$240,529.84
Additions:	
Mining claims written off during period	\$11,333.00
Advances to Shebnoir Mines Limited during period written off	230.00
	<u>11,563.00</u>
Balance, June 30, 1958	\$252,092.84

NORPAX NICKEL MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE PERIOD FROM MAY 1, 1957 TO JUNE 30, 1958

Source of funds:			
Sale of 200,000 shares of capital stock			\$200,000.00
Application of funds:			
Staking mining claims		\$	780.00
Additions to buildings and equipment		\$	8,693.67
Expenditures on Werner Lake Property:			
Exploration and development			136,094.27
Mine office supervision and general mine expenses			<u>160,224.17</u>
			<u>\$305,012.11</u>
Less: Decrease in inventory of supplies		39,688.35	265,323.76
Exploration expenditures on other properties		\$	652.64
Less: Advances on grubstaking expended		300.00	352.64
Head office and administrative expenditures			22,064.89
Recapitalization expenditures			1,399.90
Advances to Shebnoir Mines Limited - written off to deficit			<u>230.00</u>
			<u>290,151.19</u>
Decrease in working capital			\$ 90,151.19

APPROVED:

NORPAX NICKEL MINES LIMITED

F. M. Fielder President "F. M. FIELDER"
S. Taylor Secretary "S. TAYLOR"

—) **NORPAX nickel mines limited**

HEAD OFFICE
1024 - 85 RICHMOND ST. W.
TORONTO 1, ONTARIO, CANADA
EMPUX 3-2642

8th August, 1958.

Toronto Stock Exchange,
234 Bay Street,
Toronto, Ontario.

Dear Sirs:

Since 30th June, 1958, the date of our Balance Sheet and Financial Statement attached hereto, our Company has disbursed a total of \$5,213.48 for the following accounts:

Repayment of loan from Director	\$	800.00
Administration Expenses:		
Telephone & Telegraph		163.55
Printing & Stationery		96.58
Overdraft Interest		75.35
Government Fees		<u>23.00</u>
		358.48
Field Expenses:		
Mine Accounts Payable and Current Expenses		<u>4,052.00</u>
Increase in Bank overdraft		<u>\$ 5,213.48</u>

There have been no other material changes.

Yours faithfully,

NORPAX NICKEL MINES LIMITED

"F. M. FIELDER" *F. M. Fielder*
F. M. Fielder, President
"S. TAYLOR" *S. Taylor*
S. Taylor, Secretary

11. Brief statement of company's chief development work during past year.	Throughout 1957 work continued in underground development of the Company's nickel-copper mine in the Werner Lake District of Ontario, with drifting on two levels at 250 and 375 feet, respectively; together with diamond drilling down to the 750-foot horizon, indicating 1,400 tons of ore per vertical foot to that horizon, grading 1.26% nickel and 0.94% copper.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Proceeds of current sale of treasury shares are to be used to discharge bank overdraft and other current liabilities of the Company to enable the Company to proceed immediately to carry out drilling and exploration program recommended by Consulting Engineer C. S. Johnston on Company's Pickle Lake Area gold prospect, where previous drilling had indicated favourable ore conditions for a length of at least 1,050 feet across mining width, and with good gold ore intersections to a vertical depth of at least 470 feet.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
14. Brief statement of any lawsuits pending or in process against company or its properties.	There are no lawsuits pending, but there is a disputed claim against the Company, as indicated in the Balance Sheet.
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	So far as can be ascertained, no individual or group, other than shareholders in general, has shareholdings large enough to materially affect control of the Company. However, the present Management of the Company, by solicitation of proxies, may be able to materially affect control of the Company.
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None
19. Statement of any other material facts and if none, so state.	None

CERTIFICATE OF THE COMPANY

DATED 8th August, 1958

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F. M. Fielder"

"S. Taylor"

NORPAX NICKEL MINES LIMITED

President

CORPORATE

SEAL

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"R. H. Tetlaw"

"H. Gibson"

MORGAN SECURITIES LIMITED

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 714.
FILED, MARCH 29th. 1962.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company

Incorporated under Part XI Ontario Companies' Act by
Letters Patent dated the 9th of November, 1945.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

APR 24 1962

FILING STATEMENT

Reference is made to previous
Filing Statement No. 131.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Working Option - (1) Agreement providing for development and joint operation for production of part of Company's mining properties. (2) Increase in authorized capital of Company from \$6,000,000. to \$7,500,000.00 by creation of 1,500,000 additional shares of \$1.00 par value each. (3) Underwriting and option on treasury shares.
2. Head office address and any other office address.	Head Office: Suite 1024, 85 Richmond Street West, Toronto, Ontario, Executive Office: Suite 1404, 330 Bay St., Toronto, Ont.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director: F.M. Fielder, 561 Avenue Rd., Toronto, Statistician. Vice-Pres. & Director: J.L. Appelbaum, 105 Poplar Plains Rd. Toronto, Financier. Sec. Treas. & Director: S. Taylor, F.C.I.S., 2 Strathallan Blvd., Toronto, Chartered Secretary. Director: W. P. Mackle, Bergman Bldg., Kenora, Ont. Mining Engineer. Director: R. H. Tetlaw, 8 Donwoods Grove, Toronto, Stockbroker. Director: W. M. Macintosh, 5 Campell Cres., Toronto, Barrister & Solicitor. (formerly student)
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 6,000,000 shares, \$1.00 each par value. Issued: 5,850,000 shares.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to the approval of the Toronto Stock Exchange and issue of Supplementary Letters Patent increasing the authorized capital of the Company to 7,500,000 shares of \$1.00 ea. par value, the Company has entered into an agreement with J. Bradley Streit & Company Limited on behalf of itself and John L. Appelbaum & Company Limited each as to a 50% interest, providing for the purchase of 200,000 shares of the Company's capital stock at 20¢ per share and options to purchase 200,000 shares at 20¢ per share, 200,000 shares at 25¢ per share, 200,000 shares at 30¢ per share and 200,000 shares at 35¢ per share. The underwriting is payable: 150,000 shares immediately upon acceptance of this Filing Statement; 50,000 shares immediately upon issue of Supplementary Letters Patent as aforesaid; the options to be exercised on or before 3, 6, 9 and 12 months respectively for each block from the date of completion of the underwriting.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	John L. Appelbaum, 105 Poplar Plains Road, Toronto, is the only person holding more than a 5% interest in John L. Appelbaum and Company Limited, 330 Bay Street, Toronto.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	(a) To facilitate continued underground development of the Company's mining properties in the Werner Lake area, Ontario, under the terms of an agreement with Nickel Mining & Smelting Corporation, and thereafter if working option exercised, to operate same for production jointly with the said Nickel Mining & Smelting Corporation. (b) To carry out such continued exploration and development work as may be recommended by the Company's Consultants with respect to the Company's remaining Werner Lake properties not included in the working option agreement with Nickel Mining & Smelting Corporation. (c) To pay existing liabilities of approximately \$20,000.00 and provide necessary working capital.

SCHEDULE "A"

By an Agreement in writing bearing date the 2nd day of March, 1962, and made between Norpax Nickel Mines Limited, (hereinafter called "Norpax") of the First Part, and Nickel Mining & Smelting Corporation (hereinafter called "Nickel Mining") of the Second Part, Norpax granted to Nickel Mining a working option in respect of 24 patented mining claims owned by it in the District of Kenora. The Agreement provides that Nickel Mining will commence not later than May 1, 1962, to dewater the existing shaft and workings on the mining properties for the purpose of carrying out sampling to assess the economic potential of the properties and shall have the right up to September 30, 1962 to elect to proceed with a program of development which shall include deepening of the present shaft by at least 250 feet, establishing at least one new level and performing a minimum of 1500 ft. of lateral work. On or before September 30, 1963, Nickel Mining shall elect whether or not it desires to place the mining properties into production.

If Nickel Mining proceeds to put Norpax's mining properties into production, it shall be entitled to repayment of the monies expended by it from $87\frac{1}{2}\%$ of the net cash flow.

Upon repayment of the total amount so expended by Nickel Mining, the operation shall be carried on as a joint venture and the net profit after costs of mining and milling shall be divided equally between Norpax and Nickel Mining.

Nickel Mining has a contract with International Nickel Company of Canada Limited for the treatment of concentrates from its adjoining property and has agreed to use its best endeavours to obtain an extension of such contract for the treatment of up to 1,000 tons of concentrates per month from ores mined from the Norpax properties.

The Agreement provides for a Board of Management consisting of five members, three to be appointed by Nickel Mining and two by Norpax, which Board of Management shall stand in relation to the joint venture in a manner similar to a board of directors of a mining company, with provisions for arbitration in the event of disagreement.

FINANCIAL STATEMENTS

NORPAX NICKEL MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT DECEMBER 31, 1961

ASSETS

Current assets

Cash
Accounts receivable

Fixed assets

Mining properties, at cost:

For cash
For 710,664 shares of capital stock as
presently constituted

Buildings and equipment, at cost

Deferred expenditures and other assets

Deferred exploration and development expenditures,
per statement

Deferred administrative expenditures, per statement

Total deferred exploration and administrative expenditures

Inventory of supplies

Investment in Shebnot Mines Limited, at nominal value

Organization and recapitalization expenses

LIABILITIES

Current liabilities

Accounts payable
Loan payable

Capital and deficit

Capital stock

Authorized:

6,000,000 shares, per value \$1.00 each

Issued as fully paid:

5,800,000 shares at December 31, 1960
Less - discount

50,000 shares issued in 1961 for cash

Less - discount

5,850,000 shares

Deficit, per statement

\$ 11,288.45
3,100.00 \$ 14,388.45

\$ 624.32
6.25 \$ 631.27

\$ 32,844.91
108,065.60
140,910.51
113,387.92

254,298.43

\$ 944,402.92
101,586.73
\$1,045,989.65
1,004.60
1.00
5,870.75

1,052,866.00

\$1,307,795.70

\$5,800,000.00
4,194,491.10 \$1,605,508.90

\$ 50,000.00
44,480.00
5,520.00
\$1,611,028.90

317,621.65

\$1,307,795.70

Approved on behalf of the

Board of Directors:

..... (Director)

..... (Director)

NORPAX NICKEL MINES LIMITED

DEFERRED EXPLORATION AND DEVELOPMENT EXPENDITURES

FOR THE YEAR ENDED DECEMBER 31, 1961

	Balance December 31, 1960	Year Ended December 31, 1961	Balance December 31, 1961
<u>Expenditures on Werner Lake property</u>			
<u>Exploration and development</u>			
Diamond drilling	\$142,550.37	\$ -	\$142,550.37
Shaft sinking and stations	111,523.39	-	111,523.39
Drifting and crosscutting	187,036.54	-	187,036.54
Raising	5,876.75	-	5,876.75
Grouting	40,772.88	-	40,772.88
Sump	4,588.88	-	4,588.88
	<u>\$492,348.81</u>	<u>\$ -</u>	<u>\$492,348.81</u>
<u>Mine office, supervision and general</u>			
<u>Mine expenses</u>			
Consulting engineers' fees and expenses	\$ 36,543.41	\$ -	\$ 36,543.41
Repairs and maintenance - buildings and equipment	48,546.50	119.00	48,665.50
Transportation	17,591.92	-	17,591.92
Cookery expense	9,385.82	-	9,385.82
Surveys	14,542.80	-	14,542.80
Roads and clearing	106,168.87	-	106,168.87
Assaying and sampling	12,173.26	-	12,173.26
Insurance	8,197.95	1,621.28	9,819.23
Miscellaneous, including watchman's wages	24,390.43	4,369.34	28,759.77
Mine office expense	10,153.61	357.31	10,510.92
	<u>\$287,694.57</u>	<u>\$6,466.93</u>	<u>\$294,161.50</u>
<u>Total exploration and development expenditures - Werner Lake</u>	<u>\$780,043.38</u>	<u>\$6,466.93</u>	<u>\$786,510.31</u>
<u>Exploration and development expenditures - Pickle Crow property</u>			
Diamond drilling	\$119,967.72	\$ -	\$119,967.72
Surface exploration, engineering and related costs	36,160.40	-	36,160.40
Licenses, fees and taxes	1,689.33	75.16	1,764.49
	<u>\$157,817.45</u>	<u>\$ 75.16</u>	<u>\$157,892.61</u>
<u>Total deferred exploration and development expenditures</u>	<u>\$937,860.83</u>	<u>\$6,542.09</u>	<u>\$944,402.92</u>

NORPAX NICKEL MINES LIMITED

DEFERRED ADMINISTRATIVE EXPENDITURES

FOR THE YEAR ENDED DECEMBER 31, 1961

	Balance December 31, 1960	Year ended December 31, 1961	Balance December 31, 1961
Share issue and transfer expenses	\$ 20,276.13	\$1,486.90	\$ 21,763.03
Shareholders' information and publicity	23,888.16	475.00	24,363.16
Annual meeting and reports	3,741.06	482.46	4,223.52
Stock exchange fees	3,768.71	100.00	3,868.71
Legal and audit fees	14,715.37	675.00	15,390.37
Head office services	24,900.00	1,800.00	26,700.00
Government fees and taxes	1,749.00	195.00	1,944.00
Travelling expenses	4,372.63	-	4,372.63
Office supplies and expenses	3,685.11	54.30	3,739.41
Directors' fees	6,350.00	-	6,350.00
	<u>\$107,446.17</u>	<u>\$5,268.66</u>	<u>\$112,714.83</u>
Less - interest earned	11,128.10	-	11,128.10
<u>Total deferred administrative expenses</u>	<u>\$ 96,318.07</u>	<u>\$5,268.66</u>	<u>\$101,586.73</u>

NORPAX NICKEL MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE YEAR ENDED DECEMBER 31, 1961

<u>Source of funds</u>		
From sale of 50,000 shares of the company's capital stock		\$ 5,270.00
<u>Application of funds</u>		
Additional cost of patenting claims	\$ 1,409.41	
Exploration expenditures:		
Werner Lake property	\$6,466.93	
Pickle Crow property	75.16	
	<u>\$6,542.09</u>	
Less - decrease in inventory of supplies	543.63	5,998.46
		<u>\$ 7,407.87</u>
Administrative expenditures		<u>5,268.66</u>
		<u>12,676.53</u>
<u>Decrease in working capital (see below)</u>		<u>\$ 7,406.53</u>

	December 31, 1960	December 31, 1961	Increase in Working Capital (decrease)
<u>Working capital changes</u>			
<u>Current assets</u>			
Cash	\$1,703.90	\$ 624.32	(\$ 1,079.58)
Accounts receivable	6.95	6.95	-
	<u>\$1,710.85</u>	<u>\$ 631.27</u>	<u>(\$ 1,079.58)</u>
<u>Current liabilities</u>			
Accounts payable	\$2,061.50	\$11,288.45	(\$ 3,226.95)
Loan	-	3,100.00	3,100.00
	<u>\$2,061.50</u>	<u>\$14,388.45</u>	<u>(\$ 6,326.95)</u>
<u>Working capital</u>	<u>(\$6,350.65)</u>	<u>(\$13,757.18)</u>	<u>(\$ 7,406.53)</u>

F. H. Elder, Director

S. Taylor, Director

—) **NORPAX nickel mines limited**

HEAD OFFICE
1024 - 85 RICHMOND ST. W.
TORONTO 1, ONTARIO, CANADA
EMpire 3-2642

28th March, 1962.

Toronto Stock Exchange,
234 Bay Street,
Toronto 1, Ontario.

Dear Sirs:

We certify that there have been no material changes in the facts shown in our Balance Sheet dated 31st December, 1961, as filed with you herewith, save for the following adjustments to our cash-on-hand position.

Cash on hand at 31st December, 1961	\$ 624.32
Received:	
By loans	<u>700.00</u>
	<u>1,324.32</u>
Expended:	
Mine expense	\$1,209.65
Administration expense	<u>41.03</u>
	<u>1,250.68</u>
Cash on hand at 28th March, 1962	<u>\$ 73.64</u>

Yours faithfully,

NORPAX NICKEL MINES LIMITED

F. H. Elder, Director

S. Taylor, Director

10. Brief statement of company's chief development work during past year.	No work done during past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	N/A
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N/A
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Houston & Co., 335 Bay Street, Toronto. 487,950 shares (beneficial owner not known) James Richardson & Son, 173 Portage Ave., E., 264,586 shares Winnipeg (beneficial owner not known) John L. Appelbaum & Co. Ltd., 330 Bay St., 231,500 shares Toronto, (beneficial owner-John L. Appelbaum) Thomson & McKinnon, 55 Yonge St., Toronto 149,383 shares (beneficial owner not known) Doherty, Roadhouse & Co., 335 Bay St. Toronto, 106,450 shares (beneficial owner not known)
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	John L. Appelbaum & Company Limited, 330 Bay Street, Toronto, acting together with such proxies as may be solicited by Management, would in all probability be able to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	500,000 escrowed shares of Shebnot Mines Limited, a company having no assets at this date. The shares are of no market value and are carried at a book value of \$1.00 for accounting purposes.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	For details of Agreement dated March 2, 1962, between Norpax Nickel Mines Limited and Nickel Mining & Smelting Corporation, see Schedule "A" attached hereto on page 2.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Upon acceptance of the Filing Statement the shares of the Company will be in primary distribution.

CERTIFICATE OF THE COMPANY

DATED March 28, 1962.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F.M. Fielder"

NORPAX NICKEL MINES LIMITED
CORPORATE SEAL

"S. Taylor"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J.A. Hackett"

J. BRADLEY STREET & COMPANY LIMITED

"J.D. Street"

AR83

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1123,
FILED, JUNE 4th. 1964.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company

Incorporated under Part XI Ontario Companies Act by Letters Patent dated Nov. 9, 1945
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 849.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Change in Officers and Directors of the Company; Change in location of Head Office and Administrative Office; Underwriting and Options on treasury shares as set out in item 6. below. Acquisition of group of claims in Lac Colomb area, P.Q. as set out in item 11. hereof.
2. Head office address and any other office address.	The Head Office has been moved from Suite 1024, 85 Richmond St. W., to Suite 1404, 330 Bay Street, Toronto 1, Ontario. The Executive Office has been moved from Suite 1404, 330 Bay Street, to Suite 405, 25 Adelaide Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director: F. M. Fielder, 561 Avenue Road, Toronto, Statistician. Vice-Pres. & Director: J. L. Appelbaum, 105 Poplar Plains Road, Toronto, Financier. Secretary-Treasurer: G. D. Pattison, 235 Dawlish Ave. Toronto, Professional Mining Executive and Corporate Secretary. Assistant Secretary-Treasurer: R.D. Bell, 7 Hi Mount Drive, Willowdale, Ontario. Executive. Director: W. P. Mackle, Box 512 Kenora, Ontario Mining Engineer. Director: W. M. Macintosh, 5 Campbell Crescent, Willowdale, Ontario. Barrister and Solicitor. S. Taylor has resigned as Director and Secretary-Treasurer of the Company and the vacancy on the board of directors will be filled at the next Annual Meeting of Shareholders.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 7,500,000 shares \$1.00 par value each Issued : 6,350,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement in writing dated the 26th day of May, 1964, made between the Company and Draper, Dobie & Company Limited, 25 Adelaide Street W. Toronto, (acting on behalf of John L. Appelbaum & Company Limited and Dingman Creek Oil & Gas Company Limited each as to a 50% interest), Draper, Dobie & Company Limited agreed to purchase 400,000 shares of the capital stock of the Company at 12 $\frac{1}{4}$ ¢ per share and obtained options on an additional 600,000 shares as follows: 200,000 shares at 17 $\frac{1}{4}$ ¢ within 90 days of the effective date; 200,000 shares at 22 $\frac{1}{4}$ ¢ per share within 180 days of the effective date; 200,000 shares at 27 $\frac{1}{4}$ ¢ per share within 270 days of the effective date. The effective date is the date upon which this Filing Statement is accepted by the Toronto Stock Exchange. Payment for the said 400,000 shares at 12 $\frac{1}{4}$ ¢ per share shall be made forthwith upon the effective date.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	John L. Appelbaum, 105 Poplar Plains Road, Toronto, is the only person holding more than a 5% interest in John L. Appelbaum and Company Limited, 330 Bay Street, Toronto. A. A. Weiss, 170 Bay Street, Toronto, is the only person holding more than a 5% interest in Dingman Creek Oil and Gas Company Limited, 170 Bay Street, Toronto.																		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.																		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	See item 11. hereof and the Report of Michael Zurowski, B.Sc., P. Eng., dated May 27, 1964, filed herewith. The proceeds from the sale of shares will be used for work on the Lac Colomb claims and for no other purpose, except for general administrative expenses, without prior notice being given to the Toronto Stock Exchange.																		
10. Brief statement of company's chief development work during past year.	The Company has been engaged in winding up its operations in Ireland during the past year.																		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has acquired by staking, together with Purdex Minerals Limited, 405, 25 Adelaide Street W., Toronto, 20 unpatented mining claims in projected Township 1408, Abitibi Territory, Province of Quebec, in what is known as the Lac Colomb Area, being claims 1 to 5 inclusive each on Miner's Certificates 208028 to 208031 inclusive. The Company has also entered into an agreement with Pere Marquette Petroleums Limited, 1408, 7 King Street East, Toronto, (the owner of an additional ten unpatented claims directly adjoining the property of the Company to the west) and the said Purdex Minerals Limited. The said claims are numbered 1 to 5 inclusive on Miner's certificates 208035 and 208040. The said agreement provides for the joint exploration of the properties of the Company and Pere Marquette Petroleums Limited and also provides that title to the said ten Pere Marquette claims shall be transferred to the Company and, thereafter, the entire group would be held as follows: <table><tr><td>For the Company</td><td>-</td><td>a 50% interest</td></tr><tr><td>For Pere Marquette</td><td>-</td><td>a 25% interest</td></tr><tr><td>For Purdex Minerals</td><td>-</td><td>a 25% interest</td></tr></table> The Company has agreed that upon the acquisition of the Pere Marquette claims it will proceed to carry out at its expense as to 70% and at the expense of Purdex Minerals as to 30%, a diamond drilling programme on four anomalies previously discovered by the Company on its claims in this area, two of which are continued on to the Pere Marquette ground. The said drill holes will be approximately 300 feet deep and the total cost should not exceed \$7,500. Thereafter, if further drilling is recommended by the Company's Engineers same will be done at the expense of all of the parties as follows: <table><tr><td>Norpax</td><td>-</td><td>50%</td></tr><tr><td>Pere Marquette</td><td>-</td><td>25%</td></tr><tr><td>Purdex Minerals</td><td>-</td><td>25%</td></tr></table>	For the Company	-	a 50% interest	For Pere Marquette	-	a 25% interest	For Purdex Minerals	-	a 25% interest	Norpax	-	50%	Pere Marquette	-	25%	Purdex Minerals	-	25%
For the Company	-	a 50% interest																	
For Pere Marquette	-	a 25% interest																	
For Purdex Minerals	-	a 25% interest																	
Norpax	-	50%																	
Pere Marquette	-	25%																	
Purdex Minerals	-	25%																	
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N.A.																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None																		

ENGINEER'S REPORT

NORPAX NICKEL MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

April 30, 1964

- ASSETS -

Current assets:

Cash 13,260.96

Fixed assets

Mining properties at cost consisting of
\$33,314.99 cash and 710,664 shares
of capital stock issued for \$108,065.60 141,380.59
Buildings and equipment at cost less
proceeds from sales 97,942.92 239,323.51

Other assets

Inventory of supplies at book value 1,004.60
Investment in Shebnor Mines Limited at
nominal value 1.00
Deferred exploration, development
and administrative expenditures 1,095,170.07 1,096,175.67
\$1,348,760.14

- LIABILITIES -

Current liabilities:

Accounts payable and accrued expenses. 1,870.46

Shareholders equity

Capital stock:
Authorized, 7,500,000 shares of \$1.00 par value
Issued, 6,350,000 shares 6,350,000.00
Less: Discount on shares 4,668,971.10 1,681,028.90
Deficit 334,139.22 1,346,889.68

APPROVED: \$1,348,760.14

J. M. Zeller

Director

Wm. T. McNeil

Director

NORPAX NICKEL MINES LIMITED

STATEMENT OF DEFICIT

For the sixteen months' period ended April 30, 1964

Balance, December 31, 1962 317,621.65
Cost of investment in and advances to
Kerry Base Metals Limited written off. 9,916.82
Advances to Shebnor Mines Limited written
off 120.00
Organization expenses written off 6,480.75 16,517.57
Balance, April 30, 1964 \$334,139.22

NORPAX NICKEL MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATION

For the sixteen months' period ended April 30, 1964

Exploration and development

Werner Lake

Balance, December 31, 1962		808,065.31	
Expenditures during period:			
Consultants fees and expenses	131.10		
Roads and clearing.	(32.10)		
Insurance	997.82		
Miscellaneous expenses including watchman's			
Wages	1,461.22		
Mine office expenses.	<u>461.46</u>	<u>3,019.50</u>	811,084.81

Pickle Crow

Balance, December 31, 1962		157,967.77	
Expenditures during period:			
Licenses, fees and taxes.		<u>150.32</u>	158,118.09

Lac Colomb

Expenditures during period:			
Licenses.		28.00	
Geophysical survey.		<u>1,955.80</u>	1,983.80

Kamloops

Expenditures during period:			
Consultants fees and expenses			<u>207.61</u>
			971,394.31

Administration

Balance, December 31, 1962		112,844.42	
Expenditures during period:			
Stock transfer expenses	1,802.37		
Shareholders information and publicity. . .	2,877.08		
Stock exchange and listing fees	274.31		
Legal and audit	1,650.00		
Head office services.	4,000.00		
Government fees and taxes	270.00		
Travelling	91.30		
Office expense.	<u>(33.72)</u>	<u>10,931.34</u>	<u>123,775.76</u>
			<u>\$1,095,170.07</u>

NORPAX NICKEL MINES LIMITED

STATEMENT OF SOURCES AND APPLICATION OF FUNDS

For the sixteen months' period ended April 30, 1964

Sources of funds

Sale of equipment	10,395.00	
Sale of capital stock, 300,000 shares @ 10¢ .	<u>30,000.00</u>	40,395.00

Application of funds

Staking costs - Lac Colomb claims (net). . . .	1,050.00	
Investment in and advances to Kerry Base		
Metals Limited	9,916.82	
Advance to Shebnor Mines Limited	120.00	
Exploration and development expenditures . . .	5,311.23	
Administrative expenditures.	<u>10,931.34</u>	<u>27,329.39</u>

<u>Increase in working capital</u>		<u>\$13,065.61</u>
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Increase in working capital
Represented by:

Increase in cash	11,234.62
Decrease in accounts payable	<u>1,830.99</u>
	<u>\$13,065.61</u>

APPROVED:

J. M. Fielder

Director

W. L. Appleton

Director

Note - The following are excerpts from a report by M. Zurowski, B.Sc., P.Eng., dated May 27th, 1964, on the mining claims located in Township 1408, Abitibi Territory, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

REPORT ON A MINING PROPERTY
situated in
TOWNSHIP 1408 - ABITIBI TERRITORY
PROVINCE OF QUEBEC
for
NORPAX NICKEL MINES LIMITED
PURDEX MINERALS LIMITED
PERE MARQUETTE PETROLEUMS LIMITED

SUMMARY

This mining property owned by Norpax Nickel Mines Limited with a 50 percent interest; Purdex Minerals with a 25 percent interest and Pere Marquette Petroleum Limited with a 25 percent interest, consists of thirty contiguous mining claims totalling about 1200 acres.

The claims are numbered 1 to 5 inclusive of Miner's Certificates 208028 to 208031 inclusive, 208035 and 208040, all situated in the southeast quarter of Township 1408, Abitibi Territory, Province of Quebec. They adjoin to the south of the property of McWatters Gold Mines Limited and to the west of the holdings of the International Nickel Company of Canada.

The property is readily reached by aircraft from Mattagami, Quebec, a distance of some 80 air miles in a northerly direction.

The property straddles a northeasterly striking and northwesterly dipping sequence of rocks, Precambrian in age. They consist of granites, meta-gabbro, biotite and/or hornblende paragneiss and quartzite. This sequence of rocks is considered favorable for mineral deposits.

An electromagnetic survey was performed over the easterly twenty claims of the thirty-claim group. This survey indicated five electromagnetic anomalies. In addition, the results of a similar survey on the McWatters property indicated three anomalies extending into the westerly ten claims of the thirty-claim group. These ten claims have not been explored by geophysical methods.

CONCLUSIONS

All the anomalies on, and those extending into, the subject property are interpreted to be caused by sulphide mineralization in the metasedimentary and meta-gabbro rocks.

Further investigation of the property by additional geophysical surveying and diamond drilling is warranted.

RECOMMENDATIONS

The following is recommended:

1. That the ten most westerly claims of the thirty-claim group be

surveyed electromagnetically, with detailed magnetic traverses over all anomalous conditions.

2. That a minimum of 2,000 feet of diamond drilling be undertaken to explore the anomalous conditions outlined (interpreted to be caused by sulphide mineralization), in order to determine if base metal or precious metal mineralization is present.

Estimate of cost of the recommended program is as follows:

Geophysical surveys on 10 claims	\$ 2,850.00
Diamond Drilling - 2,000 feet at \$7.50 per foot (including engineering, core handling, etc.)	<u>15,000.00</u>
Total	\$17,850.00

Any additional expenditures would necessarily depend upon the success obtained in this preliminary exploration program.

CERTIFICATE

I, Michael Zurowski, of the City of Toronto, Province of Ontario, hereby certify as follows:

1. That I am a practising Geological Engineer with offices at Suite 403, 25 Adelaide Street West, Toronto, Ontario and I am a partner in the firm of Simard, Knight and Associates.
2. That I am a graduate of the University of Saskatchewan, holding the degree of B.Sc., in Geological Engineering, and I am a member of the Association of Professional Engineers of the Province of Ontario. I have been practising my profession for the past fourteen years.
3. That I have no interest either directly or indirectly and I do not expect to receive any interest either directly or indirectly in the property or in the securities of Norpax Nickel Mines Limited, Purdex Minerals Limited and Pere Marquette Petroleum Limited.
4. That the accompanying report is based on technical knowledge gained in the Horden Lake area during the month of March, 1964 while conducting geophysical surveys; upon geological literature which is listed and incorporated into this report under references. An actual geological examination of the property was not made, although it should be pointed out that outcrop constitutes less than five percent of the surface area of the property.
5. That this certificate applies to claims 1 to 5 of Miner's Certificates 208028 to 208031 inclusive, 208035 and 208040, all situated in Township 1408, Abitibi Territory, in the Province of Quebec.

DATED at Toronto, Ontario this 27th day of May, 1964.


Michael Zurowski, B.Sc., P. Eng.

14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	N.A.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Houston & Co. 335 Bay St. Toronto, Ontario 402,350 Draper Dobie & Co. Ltd. 25 Adelaide St. W. Toronto 278,900 James Richardson & Sons, 173 Portage Ave. Winnipeg 253,953 John L. Appelbaum & Co. Ltd. 330 Bay St. Toronto 231,500 Thomson Kernaghan & Co. Ltd. 67 Richmond St. W. Toronto 163,000 The Company has no knowledge of the beneficial owners of shares registered in brokers' names. The shares registered in the name of John L. Appelbaum & Co. Ltd. are beneficially owned by John L. Appelbaum aforesaid.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	John L. Appelbaum and Company Limited, 330 Bay Street, Toronto, acting together with such proxies as may be solicited by management, might be able to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	500,000 escrowed shares of Shebnoir Mines Limited, a company having no assets at this date. The shares are of no market value and are carried at a book value of \$1.00 for accounting purposes.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company will be in the course of primary distribution to the public when the firm underwriting is taken up and if and when options are taken up.

CERTIFICATE OF THE COMPANY

DATED June 1st, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORPAX NICKEL MINES LIMITED

"F.M. Fielder"

"J.L. Appelbaum"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER, DOBIE & COMPANY LIMITED

"G.W. Gooderham"

"D.J. Coulter"

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1313.
FILED, MAY 20th. 1965.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated November 9, 1945.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous
Filing Statement No. 1123, and
Amending Filing Statement No. 227.
FILING STATEMENT
(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a) The Company in association with Purdex Minerals Limited has exercised its option on the mining claims in the Omineca Mining Division of the Province of British Columbia (See Schedule "A" attached on page 3.) b) Underwriting and option agreement (See Item 6). c) Proposed application for Supplementary Letters Patent (See Item 4).
2. Head office address and any other office address.	Head Office: Suite 1404, 330 Bay Street, Toronto 1, Ontario Administrative Office: Suite 509, 25 Adelaide Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director: F. M. FIELDER, 561 Avenue Road, Toronto 7, Ontario. Mining Executive. Vice-President & Director: JOHN L. APPELBAUM, 105 Poplar Plains Road, Toronto 7, Ontario. Financier. Secretary-Treasurer: G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Mining Executive. Asst. Secretary-Treasurer: R. D. BELL, 7 Hl Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive. Director: W. P. MACKLE, Box 512, Kenora, Ontario. Mining Engineer. Director: W. M. MACINTOSH, 5 Campbell Crescent, Willowdale, Ontario. Solicitor. Director: R. V. STAFFORD, 8 Palace Arch Drive, Islington, Ontario. Business Executive.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 7,500,000 shares of \$1.00 par value each Issued and outstanding - 6,950,000 shares Subject to the approval of its shareholders the Company proposes to make application for Supplementary Letters Patent increasing its authorized capital from 7,500,000 shares to 10,000,000 shares of \$1.00 par value each.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an agreement dated May 14, 1965, Draper Dobie & Company Limited, members of the Toronto Stock Exchange, acting on behalf of certain clients, has agreed, subject to the acceptance for filing of this filing statement, to purchase forthwith 400,000 shares of the Company's capital stock at the price of 15¢ per share. In consideration of the foregoing the Company has granted Draper Dobie & Company Limited the right and option to purchase all of any part of an additional 600,000 shares as follows: 150,000 shares @ 20¢ per share within 3 months of the effective date; and subject to the issue of Supplementary Letters Patent increasing the authorized capital of the Company from 7,500,000 shares to 10,000,000 shares of the par value of \$1.00 each, 50,000 shares @ 20¢ per share within 3 months of effective date; 200,000 " @ 25¢ " " " 6 " " " " 200,000 " @ 30¢ " " " 9 " " " "

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Draper Dobie & Company Limited has entered into the aforesaid underwriting and option agreement on behalf of its clients, John L. Appelbaum & Co. Limited, 330 Bay Street, Toronto, Ontario, as to a 50% interest, Dingman Creek Oil & Gas Co. Limited, 170 Bay Street, Toronto, Ontario, as to a 25% interest, and Endesliegh Securities Limited, 7 King Street East, Toronto, Ontario, as to a 25% interest. John L. Appelbaum, 105 Poplar Plains Road, Toronto, Ontario, is the principal and controlling shareholder of John L. Appelbaum & Co. Limited and is also a Director and Vice-President of Norpax Nickel Mines Limited. Mr. A. A. Weiss, 69 Forest Hill Road, Toronto, Ontario, holds a greater than 5% interest in Dingman Creek Oil & Gas Co. Limited, a private company, and the balance of its shares are owned by members of Mr. Weiss' family. James E. O'Connor, Caledon, Ontario, is the only person holding a greater than 5% interest in Endesliegh Securities Limited.																		
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil																		
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to continue the exploration program on the mining properties in the Province of British Columbia in association with Purdex Minerals Limited in accordance with the recommendations of the Company's engineers. The proceeds from the sale of treasury shares (Item 6) will be used for this purpose, for administrative expenditures incurred in the ordinary course of business, and for no other purpose without prior notice being filed and accepted by the Toronto Stock Exchange.																		
10. Brief statement of company's chief development work during past year.	The Company as to a 33-1/3% interest and Purdex Minerals Limited as to a 66-2/3% interest carried out a program of prospecting, soil sampling and diamond drilling on the Northwest Group of mining claims, Omineca Mining Division, British Columbia, particulars of which are set out in the Report dated January 12, 1965 by E. E. Mason, P.Eng., which is filed herewith. The Company as to a 66-2/3% interest and Purdex Minerals Limited as to a 33-1/3% interest carried out a program of prospecting and diamond drilling on the Salal Creek property, Lillooet Mining Division, British Columbia, particulars of which are set out in the Report dated January 7, 1965 by E. E. Mason, P.Eng., which is filed herewith. The Company in association with Purdex Minerals Limited completed geophysical surveys and a program of diamond drilling on a property in the Lac Colomb area of Quebec. Due to the negative results obtained from this work operations were suspended on August 1, 1964.																		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil																		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Nil																		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Nil																		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Nil																		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><th><u>Registered Holder</u></th><th><u>No. of Shares</u></th><th><u>Beneficial Owner</u></th></tr><tr><td>Draper Dobie & Company Ltd., Toronto</td><td>508,200</td><td>not known</td></tr><tr><td>James Richardson & Sons, Winnipeg</td><td>443,171</td><td>" "</td></tr><tr><td>Houston & Co., Toronto</td><td>306,700</td><td>" "</td></tr><tr><td>J. L. Appelbaum & Co. Ltd., Toronto</td><td>231,500</td><td>John L. Appelbaum</td></tr><tr><td>Doherty Roadhouse & McCuaig Bros., Toronto</td><td>103,807</td><td>not known</td></tr></table>	<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>	Draper Dobie & Company Ltd., Toronto	508,200	not known	James Richardson & Sons, Winnipeg	443,171	" "	Houston & Co., Toronto	306,700	" "	J. L. Appelbaum & Co. Ltd., Toronto	231,500	John L. Appelbaum	Doherty Roadhouse & McCuaig Bros., Toronto	103,807	not known
<u>Registered Holder</u>	<u>No. of Shares</u>	<u>Beneficial Owner</u>																	
Draper Dobie & Company Ltd., Toronto	508,200	not known																	
James Richardson & Sons, Winnipeg	443,171	" "																	
Houston & Co., Toronto	306,700	" "																	
J. L. Appelbaum & Co. Ltd., Toronto	231,500	John L. Appelbaum																	
Doherty Roadhouse & McCuaig Bros., Toronto	103,807	not known																	

THIS IS SCHEDULE "A" TO THE FILING STATEMENT
NORPAX NICKEL MINES LIMITED.

Norpax Nickel Mines Limited as to a 33-1/3% interest and Purdex Minerals Limited as to a 66-2/3% interest (herein referred to as the "Company") has exercised its option on fifty mineral claims known as the Northwest Group, Omineca Mining Division, British Columbia, previously referred to in Amending Filing Statement No.227, and has entered into a new agreement with Len Belliveau and associates dated March 15, 1965, whereby the parties agreed to the organization of a new company on or before April 30, 1965 to acquire the said mineral claims. Treasure Mountain Copper Limited (herein referred to as the "new company") was incorporated on January 27, 1965, and in consideration for the transfer of the said mineral claims to the new company, the Company and Len Belliveau and associates are entitled to receive vendors' shares of the new company in a number equivalent to two-thirds and one-third respectively of the maximum number of vendors' shares the Ontario Securities Commission will permit the new company to issue for mineral claims. All vendors' shares of the new company will be issued on the basis of 10% free and 90% escrowed (usual escrow provisions). In addition to the vendors' shares to be issued, the Company is entitled, subject to the approval of the Ontario Securities Commission, to receive the number of shares of the new company for expenditures in excess of \$15,000.00 made on the mining property up to the date of incorporation of the new company, which the issuance thereof does not result in any reduction of the maximum number of vendors' shares which the Ontario Securities Commission will permit the new company to issue for mineral claims. The Company has granted to Len Belliveau and associates the option to purchase up to 25%, but not more than a total of 25,000 shares of the new company which may be issued to the Company for expenditures as aforesaid and/or in consideration of any cash subscription made by the Company for the first block of shares sold by the new company for cash. The price payable upon the exercise of the said option shall be the price at which such shares are issued by the new company. Len Belliveau and associates are also entitled to participate as to a 10% interest in any underwriting and option agreement entered into by the new company providing for the sale of its shares. The interests of Belliveau and associates are as follows:

Len Belliveau, Suite 207, 402 West Pender St., Vancouver, B.C.	- 40%
William Asselstine, 1345 West 13th Ave., Vancouver, B.C.	- 20%
William Tocher, Box 427, Prince Rupert, B.C.	- 20%
Raymond Alexander McLean, Box 427, Prince Rupert, B.C.	- 20%

FINANCIAL STATEMENTS

NORPAX NICKEL MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

March 31, 1965

- ASSETS -

Current assets

Accounts receivable.	326.00	
Advances	<u>4,117.87</u>	4,443.87

Fixed assets

Mining properties at cost consisting of \$37,002.53 cash and 710,664 shares of capital stock issued for \$108,065.60	145,068.13	
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Building and equipment at cost less proceeds from sales	<u>93,697.92</u>	238,766.05
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Other assets

Inventory of supplies at book value	1,004.60	
Investment in Shebnot Mines Limited at nominal value.	1.00	
Deferred exploration, development and administrative expenditures	<u>1,202,381.47</u>	<u>1,203,387.07</u>
		<u>1,446,596.99</u>

- LIABILITIES -

Current liabilities

Bank overdraft	99.89	
Accounts payable	<u>2,035.00</u>	2,134.89

Advances from Purdex Minerals Limited		11,952.42
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Shareholders equity

Capital stock:		
Authorized, 7,500,000 shares of \$1.00 par value		
Issued, 6,950,000 shares	6,950,000.00	
Less: Discount on shares	<u>5,183,971.10</u>	1,766,028.90

Deficit	<u>333,519.22</u>	<u>1,432,509.68</u>
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1,446,596.99

APPROVED:

D. M. Fielder Director
John H. Applebaum Director

NORPAX NICKEL MINES LIMITED

Statement of Deficit

for the fifteen months' period ended March 31, 1965

Deficit, December 31, 1963	327,038.47
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Add:	
Organization expenses written off	<u>6,480.75</u>

Deficit, March 31, 1965	\$ <u>333,519.22</u>
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NORPAX NICKEL MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATION

For the fifteen months period ended March 31, 1965

Exploration and development

Werner Lake

Balance, December 31, 1963		810,131.15	
Consulting fees and expenses	850.89		
Camp maintenance	765.62		
Insurance	1,540.00		
Taxes and licenses	707.02		
Sundry expense	<u>370.31</u>	<u>4,233.84</u>	814,364.99

Pickle Crow Property

Balance, December 31, 1963		158,042.93	
Taxes		<u>75.16</u>	158,118.09

Lac Colomb, Quebec, Twp. 1408

Balance, December 31, 1963		28.00	
Survey	1,955.80		
Consulting	770.00		
Diamond drilling	5,057.57		
Transportation	276.71		
Assays	116.55		
Wages	119.00		
Sundry	<u>14.94</u>	<u>8,310.57</u>	8,338.57

Kamloops, B. C.

Consulting			207.61
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Salal Creek, B. C.

Management	2,866.66		
Consulting	2,193.74		
Supplies	5,875.55		
Transportation	24,536.24		
Wages	8,489.04		
Diamond drilling	11,118.97		
Report	616.67		
Assays	242.97		
Sundry expenses	<u>950.05</u>		56,889.89

Bear Lake, N. W. Group, B. C.

Management	1,033.34		
Supplies	5,130.75		
Transportation	4,796.44		
Consulting	1,394.39		
Report	216.67		
Assays	170.87		
Wages	6,637.73		
Diamond drilling	5,356.21		
Sundry expenses	<u>1,091.03</u>		25,827.43

General exploration

Licenses and fees			127.50
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Administration

Balance, December 31, 1963		122,411.96	
Legal and audit	1,519.23		
Stock transfer expense	2,280.42		
Shareholders information and publicity	1,272.55		
Annual meeting and reports	738.58		
Stock exchange fees	554.35		
Head office services	4,250.00		
Government fees and taxes	253.00		
Travelling expenses	943.68		
Office supplies and expenses	183.62		
Directors' fees	100.00		
Management	<u>4,000.00</u>	<u>16,095.43</u>	<u>138,507.39</u>
			<u>1,202,381.47</u>

NORPAX NICKEL MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the fifteen month period ended March 31, 1965

Source of funds

Sale of buildings and equipment		6,250.00
Capital stock issued: 400,000 shares @ 12 1/2¢ per share	50,000.00	
200,000 shares @ 17 1/2¢ per share	35,000.00	85,000.00
Advances from Purdex Minerals Limited		<u>11,952.42</u>
		103,202.42
Decrease in working capital		<u>12,252.55</u>
		<u>115,454.97</u>

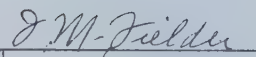
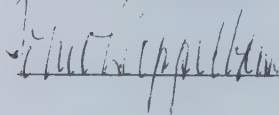
Application of funds

Mining claims and options	3,687.54
Exploration and development expenditures	95,672.00
Administrative expenditures	<u>16,095.43</u>
	<u>115,454.97</u>

Decrease in working capital consists of

Working capital as at December 31, 1963		
Cash	5,663.81	
Accounts receivable	10,463.18	
Prepaid insurance	<u>500.00</u>	
	16,626.99	
Less: Accounts payable	<u>2,065.46</u>	14,561.53
<u>Deduct</u>		
Working capital as at March 31, 1965		
Accounts receivable	326.00	
Advances	<u>4,117.87</u>	4,443.87
Less:		
Bank overdraft	99.89	
Accounts payable	<u>2,035.00</u>	<u>2,308.98</u>
		<u>12,252.55</u>

APPROVED:

 Director
 Director

ENGINEER'S REPORT

Note:- The following are excerpts from a report by E. E. Mason, P. Eng., dated January 12th, 1965, on mining claims known as the 'Northwest Group', Omineca Mining Division, Province of British Columbia. A complete copy of this report is on file with the Toronto Stock Exchange.

SUMMARY AND CONCLUSIONS

Four ore discoveries have been made on the property:

- 1) No. 1 Zone, a length of 180 feet, 75 feet wide at south and 33 feet at north. Sampling returned an average of 2.4 per cent copper and 0.70 ozs. silver per ton. Across a feldspar porphyry intrusive 160 feet west assays from 2 to 4 per cent copper were obtained on a partial outcrop of a lower fragmental bed in the footwall of the porphyry.
- 2) D. D. Hole 1 - 64 intersected 55 feet of ore averaging 2.11 per cent copper and 0.45 ozs. silver per ton. The hole was drilled flat 100 - 150 feet under both ore outcrops of No. 1 Zone. It passed through a swell in the porphyry that underlay both ore outcrops, and entered ore in the hanging wall of the porphyry 60 - 80 feet east of No. 1 Zone. This ore does not outcrop.
- 3) No. 2 Zone, about 2500 feet southwesterly. A length of 360 feet of intermittent trenching has suggested a 2 per cent copper ore with 0.50 ozs. silver per ton for a probable width of 100 feet. The mineralization has been traced for 700 feet obliquely across the formation, and may find further extension.
- 4) Keeler Zone, 5000 feet northeasterly from No. 1 Zone, has yielded 1.55 per cent copper for 35 feet plus 0.89 per cent for 31 feet.

Systematic soil sampling has indicated six areas worthy of investigation. The first one to have work done on it has supplied the No. 2 Zone. The remaining five have had no work done on them.

The ore found in D. D. Hole 1 - 64 is probably related to the No. 1 Zone. The relationship remains obscure, however. Two additional holes were drilled to investigate the situation and gain extension to the ore. Both were stopped before they reached the porphyry, and were lost in attempting extensions. It will require at least 2000 - 3000 feet of diamond drilling to clarify the structure.

Summary and Conclusions (cont'd):

Exposure of the No. 2 Zone requires amplification. The overburden is relatively deep, and trenching by hand slow and difficult. The existing trenches can be described as occupying high points in the rock, close to the surface of the overburden. The use of a bulldozer will have to await construction of some sort of a road to the site. Alternatively, the occurrence can be sampled by shallow diamond drilling. From 1500 to 2000 feet of diamond drilling would be involved. It seems probable the trace of the occurrence can be extended beyond present limits.

The trenching on the Keeler Zone requires to be deepened and re-sampled, and further trenching done if feasible. It would seem likely that an additional 1500 - 2000 feet of preliminary diamond drilling will be required on this zone.

The property lies on steep, heavily forested slopes rising into alpine meadows. Access is from the end of a good logging road at 800 feet elevation, thence by 3 miles of trail to the No. 1 Zone at 4200 feet elevation. The writer has been given to understand that a jeep road could be constructed between these points with about 4 weeks work with a D8 bulldozer. Length of road would be 4-1/2 miles with little rock work. Cost is estimated at about \$10,000.

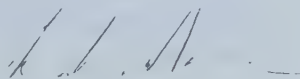
The writer recommends:

- 1) A photogrammetric topographic map of the property be obtained.
- 2) The possibility of constructing a jeep road as described be investigated, including an examination of the B. C. Telephone Company's right-of-way plans. Construction could commence late May or early June.
- 3) Firm commitments for technical staff and prospectors be made as early as possible.
- 4) Firm commitments for diamond drilling from 5000 - 7000 feet be made as early as possible with a satisfactory contractor, to commence as early as possible.
- 5) An understanding be reached with a helicopter company to provide estimated services.
- 6) Radio-telephone service be installed.

The general extent of the working season at the elevations of the property is considered to be from late June or early July to mid-October. Snow-falls are very heavy, and the breakup varies yearly. There is a tendency for cloud formations to mass on the mountain about the 4000 feet elevation making flying access problematical throughout the year. In the fall cloud frequency is greater, and strong winds with high gusts tend to prevail, conditions becoming more extreme in late November and December. Flying services incline to suffer major interruptions. However, sufficient service may be maintained to supply an existing operation though with added costs for lost and stand-by time. Initiating a job of work is a good deal more difficult, and would entail numerous delays and lost time. Winter operation in these mountains is not practical based on air communications solely.

Work for the 1965 season should be completely planned, and the arrangement made to implement same at earliest date. The work recommended should be completed September at latest to allow of necessary expansions that might develop. These latter developments should not require major movement of equipment by air past mid-October. The fall may prove favourable, it may not. Construction of a jeep road would assure better access to the property into December.

Respectfully submitted,



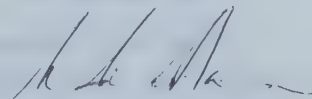
E. E. Mason, P. Eng.

CERTIFICATE

I, E. E. Mason with a business address as a Consulting Mining Engineer at 314 Marine Building, Vancouver, B. C., do hereby certify:

1. I am registered as a Professional Engineer in Mining for British Columbia.
2. I have no interest in the property reported upon nor any securities that may be offered directly or indirectly as to it.
3. My report is based on knowledge of the property gained since the fall of 1962 and on a visit made October 3.
4. Certain of the information was obtained from written and verbal reports of D. D. Campbell, P. Eng., PhD., and the Chief Engineer employed in charge of the work, H. W. Agnew, P. Eng., MSc.

Respectfully submitted,



E. E. Mason, P. Eng.

Vancouver, B. C.

January 12, 1965.

ENGINEER'S REPORT

Note:- The following are excerpts from a report by E. E. Mason, P. Eng., dated January 7th, 1965, on mining claims known as the 'Salal Creek Property', Lillooet Mining Division, Province of British Columbia. A complete copy of this report is on file with the Toronto Stock Exchange.

VICTOR DOLMAGE
E. E. MASON
J. W. STEWART

SUMMARY AND CONCLUSIONS

The property covers a length of 5 miles of intrusive contact between a quartz monzonite plug and granodiorite of the Coast Range batholith. The monzonite has been extensively fractured in a densely distributed joint system, and mineralized with quartz, pyrite and some molybdenite. The mineralization occurs as fracture fillings in the joint system from hairline to an inch in thickness, and in quartz stringers and silicified zones up to 4 feet in width. Frequency of fracturing is from several feet to several inches apart. At least three concentrations suggest areas of economic possibility.

In the westerly 2-1/2 miles section of the property to Cornice creek, the monzonite outcrops in sheer cliffs up to 7000 feet in height. These cliffs are prominently stained with iron oxides derived from leaching of the fracture mineralization. North of Cornice creek the valley floor rises quickly, presenting relatively gentle valley walls at Big creek and beyond. Above the cliffs is a plateau covered with glacial ice, recent volcanic remnants and deposits of glacial gravel and outwash.

Investigation of the deposit thus is limited to these cliffs and their gentler equivalents in the Big creek area. The only access is the 17 shallow snow-slide gulleys that cross this structure, some more precarious than others. They confirm the widespread persistence of the mineralization. Much of the mineralization has been released by surface weathering leaving open fractures. It is chiefly in the bottom of these gulleys that fresh monzonite and mineralization can be observed where the ground is kept freshly scoured by slides and water courses. The three most important occurrences were found in Float creek, Big creek and Cornice creek.

The best is in Float creek at about 6500 feet elevation, where a 250 feet width of better molybdenite mineralization was observed. Sampling was difficult, but of 87 feet sampled an average of 0.125% MoS₂ was obtained. Dr. Campbell recommended diamond drilling as no alternative sampling procedure appeared feasible.

Two holes were started, the first from inside the gulch, the second from the base of the cliffs at 1300 feet lower elevation. The first was abandoned because of rock-falls. The second was drilling 40 days in caving ground and against water flows up to 150 gpm at 160 psi. It reached 779 feet before work closed for the winter.

Costs of this hole were prohibitive. Servicing was entirely by helicopter based in Vancouver or Kamloops. Calls for equipment and labour replacements, additional tools and accessory equipment multiplied with the difficulties encountered in drilling. As mid-October approached also, the weather closed in and flying possibilities became very irregular entailing much stand-by time at a minimum of 3 hours per day.

The drilling programme was an improvisation commenced past mid-term of the exploration season. In this the fourth year of expansion in exploration activities in British Columbia, the resources of men, equipment and aircraft were strained severely. Staff also is in very short supply. The drill crews employed were insufficiently experienced to cope with the difficulties encountered both in drilling and planning. Further, flying conditions from mid-October can be expected to become uncertain. Operations for the season require to be planned in good time, early enough to be able to choose staff, skilled help and equipment.

Earliest work possibilities are in mid-June on the cliff areas. The site of the unfinished D.D. Hole 2-64 will remain covered with snow and ice to a later date, as will the Big creek area. The physical difficulties in the way of drilling the Float creek showing are great. They provide the most promising target and the earliest accessible. With proper planning and organization the difficulties can be ameliorated.

The narrow shoulders on each side of Float creek gulch are lightly wooded, hence do not experience slides. I would suggest these be investigated as early as possible in the company of a designated drill contractor, for one to two drill sites and possibly a camp site. Trails will need to be made and water led in. Length of holes necessary to reach under the showings will approximate 800 feet. From three to six holes will be required.

Big creek provides an easily accessible site for diamond drilling. The mineralization is not as spectacular as exposed in the scoured floor of Float creek. Big creek lacks a similar scour. The joint system is as intense, however, and the mineralization comparatively promising in such of the fractures as remain unleached.

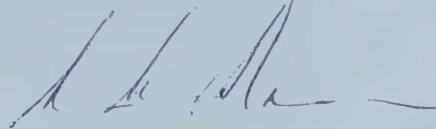
Summary and Conclusions
(cont'd):

How deep the leaching may reach remains to be determined. The topography does not lend itself to the depth of weathering provided by the cliffs, however.

The property has all the earmarks of a major molybdenum ore deposit such as Climax or Endako. Sufficient evidence of the existence of economic values remains to be proved, however. There does not appear to be a practical alternative to initiating such an enquiry than by diamond drilling of the Float creek and Big creek showings. Cornice creek is very difficult of access, and the mineralization is no better than in Big creek.

It is recommended that plans be made to drill from eight to ten thousand feet divided between these areas. Early commitments should be made and an organization set up to obviate late entry into the 1965 labour and equipment market. Footages drilled at each site could be increased if necessary. Sufficient information should be gained to reach a decision on the next step.

Respectfully submitted,



E. E. Mason, P. Eng.

January 7, 1965.

E. E. MASON
J. W. STEWART

January 7, 1965.

CERTIFICATE

I, E. E. Mason with a business address as a Consulting Mining Engineer at 314 Marine Building, Vancouver, B. C., do hereby certify:

1. I am registered as a Professional Engineer in Mining for British Columbia.
2. I have no interest in the property reported upon or any securities that may be offered directly or indirectly.
3. My report is the result of personal visits to the property in September and October 1964.
4. Certain of the information was obtained from written reports of Dr. D. D. Campbell, P. Eng., and the Chief Geologist employed in charge of the work, H. W. Agnew, P. Eng.

Respectfully submitted,



E. E. Mason, P. Eng.

Vancouver, B. C.

January 7, 1965.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	John L. Appelbaum & Co. Limited, 330 Bay Street, Toronto, may have shareholdings large enough to materially affect control of the Company if it is able to obtain a sufficient number of proxies from other shareholders.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.		<u>Book Value</u>	<u>Market Value</u>
	500,000 shares Shebnor Mines Limited	\$1.00	Nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	a) The shares of the Company are not now in the course of primary distribution; however, the shares referred to in Item 6 hereof, when issued, will be. b) The option acquired on June 10, 1964 by the Company from Kelcam Mining Company Limited (N.P.L.) in which Purdex Minerals Limited has a 33-1/3% interest (see Amending Filing Statement No. 227) has been replaced by a new agreement dated August 31, 1964 made between the Pemberton Prospecting & Mining Syndicate and the Company, in which Purdex Minerals Limited has a 33-1/3% interest. The new agreement contains the same terms as the old agreement and the option granted thereunder is maintained in good standing. If this option is exercised, the appropriate filing statement will be filed with the Toronto Stock Exchange. c) There are no other material facts.		

DATED May 18, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"F. M. Fielder"

NORPAX NICKEL MINES LIMITED
F. M. Fielder CORPORATE SEAL
John L. Appelbaum Director
 Director

"J. L. Appelbaum"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER DOBIE & COMPANY LIMITED

"W. M. Wismer"

W. M. Wismer
J. J. Coulter

"D. J. Coulter"

File

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1474.
FILED, AUGUST 11th. 1966.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company

Incorporated under Part XI Ontario Companies Act by Letters Patent dated Nov.9,1945

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1313 and
Amending Filing Statement No.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, 303.
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	a) Change of Head Office address; b) Change of Directors; c) Acquisition of shares of Salal Molybdenum Mines Limited for claims transferred, and of Treasure Mountain Copper Limited for sums expended on exploration and development as set out in item 20. hereof; See Schedule "B". d) Disposal of part of Treasure Mountain Copper Limited shares and option on remainder to Purdex Minerals Limited and purchase by the Company of shares of Salal Molybdenum Mines Limited from Purdex Minerals Limited; See Schedule "B". e) Amendment of Agreement with the Pemberton Prospecting and Mining Syndicate re financing of Salal Molybdenum Mines Limited. f) Underwriting and option of the Company's treasury shares. See item 6. hereof.
2. Head office address and any other office address.	The head office of the Company has been changed from Suite 1404, 330 Bay Street, Toronto, to Suite 202, 170 Bay Street, Toronto 1, Ontario. Executive and Administrative Office - Suite 509, 25 Adelaide Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - F. M. Fielder, 561 Avenue Road, Toronto 7, Ontario, Mining Executive. Vice-Pres. & Director - J.J. Chisholm, 1484 Avenue Road, Toronto, Ontario, Business Executive Secretary-Treasurer - G. D. Pattison, R.R. #2 Aurora, Ontario. Corporate Secretary and Mining Executive. Assistant Secretary- Treasurer & Director - R.D. Bell, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive. Director - R. S. Paddon, 20 Wimbleton Road, Islington, Ontario. Solicitor. Director - R. V. Stafford, R. R. #3 Caledon, Ontario. Business Executive. Messrs. J. J. Chisholm, R. D. Bell and R. S. Paddon were recently elected to the Board of Directors replacing Messrs. J. L. Appelbaum (deceased), W. P. Mackle and A. B. Whitelaw.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 10,000,000 shares of the par value of \$1.00 each Issued and Outstanding- 7,350,000 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Subject to acceptance of a Filing Statement of the Company by the Toronto Stock Exchange, the Company proposes to enter into an underwriting and option agreement with E. H. Pooler & Co. Limited, 302 Bay Street, Toronto, (acting wholly on behalf of its clients Riverview Securities Limited, 302 Bay Street, Toronto, as to 20%, and Dingman Creek Oil & Gas Co. Limited, Suite 202, 170 Bay Street, Toronto, as to 10%); Draper Dobie & Company Limited, 25 Adelaide Street West, Toronto, (acting wholly on behalf of its clients Endesliegh Securities Limited, Suite 503, 25 Adelaide Street West, Toronto, as to 20%, and Dingman Creek Oil & Gas Co. Limited, aforesaid as to 10%); Hector M. Chisholm & Co. Limited, 82 Richmond Street West, Toronto, acting on its own behalf as to 20%; and J. Bradley Streit & Company Limited, 80 Richmond Street West, Toronto, acting on its own behalf as to the remaining 20%, covering the firm purchase by the said underwriter/optionees of 400,000 shares of the capital stock of the Company at 15¢ per share payable forthwith on acceptance of this Filing Statement (hereinafter referred to as the "effective date") and the granting to the said underwriter/optionees of an option to purchase an additional 200,000 shares of the capital stock of the Company at 20¢ per share within three months of the effective date. Provided that the said Filing Statement is accepted by the Toronto Stock Exchange on or before the 18th day of August, 1966, otherwise the said agreement shall be null and void. It is also provided in the said agreement that the Company shall grant to the underwriter/optionees an option to purchase all or any part of 60,000 shares of Salal Molybdenum Mines Limited at the price of 30¢ per share. out of the 200,000 shares held under option by the Company from Salal Molybdenum Mines Limited (reference is made to item 19. hereof), at any time or from time to time on or before January 16, 1969, and that the Company will grant the underwriter/optionees a right of first refusal, exercisable until May 14, 1970, to underwrite or otherwise purchase any securities of the Company offered by it. It is also provided in the said agreement that the Company will cause Salal Molybdenum Mines Limited to grant to the underwriter/optionees the right of first refusal, exercisable until May 14, 1970, to underwrite or otherwise purchase from it or sell on its behalf any of the securities of Salal Molybdenum Mines Limited which are offered by it for sale to the public.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The interests of the various parties in the underwriting and option on the Company's shares are as set out in item 6. above. The only person having a greater than 5% interest in Riverview Securities Limited is E. H. Pooler, 302 Bay Street, Toronto. The only person having a greater than 5% interest in Dingman Creek Oil & Gas Co. Limited is Mr. A.A. Weiss, 69 Forest Hill Road, Toronto, Ontario. The only person having a greater than 5% interest in Endesliegh Securities Limited is James E. O'Connor, Caledon, Ontario.																					
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil																					
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Inasmuch as Amax Exploration Inc. (successor by assignment from Southwest Potash Corporation), under the terms of the working option on the Salal Creek Molybdenum property, is already proceeding with its 1966 exploration and development programme at the property, the Company will not engage in any work on the property during the year. The proceeds from the sale of treasury shares will be used (a) to discharge the accounts and loans payable of the Company; (b) to pay to Purdex Minerals Limited the sum of \$9,622.11 being the balance due on the purchase by the Company from Purdex of 212,083 shares of Salal Molybdenum Mines Limited; (c) for working capital and for general administrative expenditures incurred in the ordinary course of business; (d) Moneys required for the administration expenses of Salal Molybdenum Mines Limited will be advanced to it as required from time to time and the Company may apply such advances against the purchase of shares of Salal Molybdenum Mines Limited. It is estimated that the Company will have on hand after paying its debts as aforesaid, approximately \$30,000 in working capital. The annual administration and other expenses connected with Salal Molybdenum Mines Limited are estimated to be between \$500 and \$1,000 and of Norpax Nickel Mines Limited between \$8,000 and \$9,000.																					
10. Brief statement of company's chief development work during past year.	As a result of its examination, exploration and development work conducted in 1965, Southwest Potash Corp. and/or Amax Exploration Inc. staked during 1965 101 new claims at Salal Creek adjoining the original claim group and in the Spring of 1966 staked another 64 new claims adjoining, all of which, with the original 78 claims, have, by the terms of the agreements between all parties concerned, become the property of Salal Molybdenum Mines Limited and subject to the working option granted to Amax Exploration Inc.																					
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil																					
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Nil																					
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Nil																					
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Nil																					
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Draper Dobie & Company Limited</td><td></td></tr><tr><td>25 Adelaide Street W. Toronto.</td><td>947,600 shares</td></tr><tr><td>James Richardson & Sons,</td><td></td></tr><tr><td>Portage Ave. Winnipeg.</td><td>407,211 shares</td></tr><tr><td>John L. Appelbaum & Co. Ltd.</td><td></td></tr><tr><td>330 Bay Street, Toronto.</td><td>231,500 shares</td></tr><tr><td>Houston & Co. Limited</td><td></td></tr><tr><td>335 Bay Street, Toronto.</td><td>230,800 shares</td></tr><tr><td>Doherty Roadhouse & McCuaig Bros.</td><td></td></tr><tr><td>335 Bay Street, Toronto.</td><td>159,306 shares</td></tr></table> The Company is unaware of the beneficial owners of shares registered in brokers names. The shares registered in the name of John L. Appelbaum & Co. Ltd. are beneficially owned by John G. McDonald, Q.C. Executor of the estate of John L. Appelbaum.		Draper Dobie & Company Limited		25 Adelaide Street W. Toronto.	947,600 shares	James Richardson & Sons,		Portage Ave. Winnipeg.	407,211 shares	John L. Appelbaum & Co. Ltd.		330 Bay Street, Toronto.	231,500 shares	Houston & Co. Limited		335 Bay Street, Toronto.	230,800 shares	Doherty Roadhouse & McCuaig Bros.		335 Bay Street, Toronto.	159,306 shares
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335 Bay Street, Toronto.	159,306 shares																					

SCHEDULE "A"

TO FILING STATEMENT OF NORPAX NICKEL MINES LIMITED

19. (a) By Agreement in writing dated the 26th day of July, 1966 made between the Company and the Pemberton Prospecting and Mining Syndicate, the original agreement between the parties dated August 31, 1964, as modified by letter dated July 29, 1965, the said original agreement was further amended by deleting paragraph 5. thereof which provided for the financing of Salal Molybdenum Mines Limited by the Company, and substituting therefor an option to the Company to purchase 200,000 shares of the capital stock of Salal Molybdenum Mines Limited at 30¢ per share on or before January 16, 1970. Reference is made to Amending Filing Statement No.303.
- (b) The Company has granted to Purdex Minerals Limited, 25 Adelaide Street West, Toronto, an option for eighteen months from the 27th day of June, 1966 to purchase 117,300 shares of Treasure Mountain Copper Limited, owned by the Company at 15½¢ per share.
- (c) In accordance with the terms of an agreement dated the 28th day of June, 1965, Salal Molybdenum Mines Limited has been incorporated under the laws of the Province of Ontario having an authorized capital of \$5,000,000 and the Company now holds approximately 55.32% of the issued and outstanding capital of Salal, the balance being held by the Pemberton Prospecting and Mining Syndicate and Haddon Agnew, 4969 KAdeta Drive, R.R.#2, Ladner, B.C. Should the Company exercise its option to purchase the additional 140,000 shares of Salal (being the 200,000 shares held under option by it referred to in (a) above, after deducting the 60,000 shares optioned to the underwriter/optionees referred to in paragraph 6. hereof), the Company will then own 57.5% of the outstanding shares of Salal.
- Also in accordance with the terms of the said agreement dated the 28th day of June, 1965, Salal has given to Amax Exploration Inc. (a subsidiary of American Metal Climax Inc. and replacing another subsidiary, Southwest Potash Corp.) a working option to acquire the original 78 claims transferred by Norpax Nickel Mines Limited and the Pemberton Prospecting and Mining Syndicate to Salal and the additional claims mentioned in paragraph 10. hereof. Amax Exploration Inc. will be committed to spend the sum of \$200,000 on the claims by January 31, 1967 by way of exploration and development and, thereafter, over a period of three years will be required to expend a total of \$605,000 to maintain the option in force. If Amax shall exercise its option it will pay to Salal, in respect of its retained interest in the said mineral claims, 25% of the net profits derived in each calendar year from the operation of the said claims by Amax. Provision is made in the said agreement for the advance by Amax of such capital as may be required to place the property in production and for the repayment of same to Amax out of production and also for the payment to Salal of advances against the percentage of net profits payable to it if the property is not in production by the end of the Calendar year 1973 of \$100,000, in 1974 of \$150,000, in 1975 of \$200,000, in 1976 of \$250,000 and in 1977 of \$300,000 and \$300,000 in each calendar year thereafter until such time as the property is in production. The Company has been notified that Amax (or its predecessor Southwest Potash Corp.) has spent on the property between June 28, 1965 and November 5, 1965, a total of \$49,069.97 and upon the exercise of its option to continue the exploration work, ^{has agreed} to spend a total of \$200,000 over a two-year period. This will result in a minimum expenditure during the current year by Amax of \$150,930.03.

SCHEDULE "B"

NORPAX NICKEL MINES LIMITED

Item 17

	<u>No. of shares</u>	<u>Book value</u>
<u>Treasure Mountain Copper Limited</u>		
Vendors shares (1/3 interest)	150,000	5,000.00
For exploration and development expenditures at 25¢ per share	182,300	45,575.00
	332,300	50,575.00
<u>Deduct</u>		
Sold to Purdex Minerals Limited at 15½¢ per share . .	215,000	32,787.50
July 31, 1966 Balance	117,300	\$ 17,787.50
	<u> </u>	<u> </u>

Purdex Minerals Limited hold an option to purchase the above balance of 117,300 shares of Treasure Mountain Copper Limited at 15½¢ per share exercisable on or before December 27, 1967.

	<u>No. of shares</u>	<u>Book value</u>
<u>Salal Molybdenum Mines Limited</u>		
Vendors shares (2/3 interest)	157,500	1,186.50
For exploration and development expenditures at 25¢ per share	266,667	66,666.67
Purchase from Purdex Minerals Limited at 25¢ per share	212,083	53,020.75
July 31, 1966 Balance	636,250	\$ 120,873.92
	<u> </u>	<u> </u>

Salal Molybdenum Mines Limited is incorporated under the laws of the Province of Ontario with an authorized capital of 5,000,000 shares with a par value of \$1.00 each. 1,150,000 shares are presently issued and outstanding and are owned as follows:

Norpax Nickel Mines Limited	636,250
Pemberton Prospecting & Mining Syndicate, Vancouver, B.C.	487,500
Haddon Agnew, Ladner, B.C.	26,250

FINANCIAL STATEMENTS

NORPAX NICKEL MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

July 31, 1966

- ASSETS -

<u>Current assets</u>		
Cash	73.18	
Accounts receivable	<u>644.54</u>	717.72
<u>Investment in and advances to other mining companies</u>		
		142,974.66
<u>Fixed assets</u>		
Mining properties, at cost		
For cash	33,342.99	
For 710,664 shares of capital stock, as presently constituted	<u>108,065.60</u>	
	<u>141,408.59</u>	
Buildings and equipment, at cost - less sales	<u>94,342.32</u>	235,750.91
<u>Deferred expenditures and other assets</u>		
Deferred exploration and development expenditures as per statement	986,811.52	
Deferred administrative expenditures, as per statement	156,205.85	
Investment in Shebnoir Mines Limited - at nominal value	<u>1.00</u>	<u>1,143,018.37</u>
		\$ 1,522,461.66

- LIABILITIES -

<u>Current liabilities</u>		
Loans payable	10,300.00	
Accounts payable	10,237.43	
Due to Purdex Minerals Limited	<u>9,622.11</u>	30,159.59
<u>Capital and deficit</u>		
Capital stock		
Authorized, 10,000,000 shares par value \$1.00 each		
Issued and		
fully paid 7,350,000 shares	7,350,000.00	
Less: Discount	<u>5,523,971.10</u>	
	<u>1,826,028.90</u>	
Deficit - unchanged during period	<u>333,726.83</u>	<u>1,492,302.07</u>
		\$ 1,522,461.66

APPROVED

J. M. Calder Director
R. D. Bell Director

NORPAX NICKEL MINES LIMITED

INVESTMENT IN AND ADVANCES TO OTHER MINING COMPANIES

July 31, 1966

	<u>No. of Shares</u>	<u>Book Value</u>
<u>Salal Molybdenum Mines Limited</u>		
Shares	636,250	120,873.92
Advances		4,975.66
<u>Treasure Mountain Copper Limited</u>		
Shares	117,300	17,787.50
Advances		(662.42)
		\$ 142,974.66

NORPAX NICKEL MINES LIMITED

STATEMENT OF DEFERRED EXPLORATION, DEVELOPMENT AND ADMINISTRATIVE EXPENDITURES

For the seven months ended July 31, 1966

	Balance Dec. 31, 1965	Incurred in 1966	Transferred to investments in and advances to other mining companies	Balance July 31, 1966
<u>Exploration and development</u>				
Werner Lake. Ontario . . .	814,067.94	1,041.52		815,109.46
Pickle Crow Ontario . . .	158,195.59			158,195.59
Lac Colomb. Quebec	8,357.57			8,357.57
Salal Creek, B.C.	61,614.38		61,614.38	
Treasure Mountain Group, B.C..	44,038.35		44,038.35	
Maroon Creek, B.C.	5,000.00	143.90		5,148.90
	<u>\$ 1,091,273.83</u>	<u>\$ 1,190.42</u>	<u>\$ 105,652.73</u>	<u>\$ 986,811.52</u>
<u>Administrative</u>				
Share issue and transfer expense	28,177.80	2,149.59		30,327.39
Shareholders' information .	29,844.53	1.25		29,845.78
Annual meeting and reports	7,450.83	1,491.87		8,942.70
Stock exchange fees	7,068.86	40.02		7,108.88
Legal and audit fees . . .	24,394.15	35.00	1,819.00	22,610.15
Accounting and secretarial services	38,750.00	1,750.00		40,500.00
Administrative services and fees	7,250.00	1,400.00	1,000.00	7,650.00
Government fees and taxes .	3,632.00	95.00		3,727.00
Travelling expenses	5,316.31		553.38	4,762.93
Office supplies and expenses	4,368.75	40.37		4,409.12
Directors' fees	7,450.00			7,450.00
	<u>163,703.23</u>	<u>7,003.10</u>	<u>3,372.38</u>	<u>167,333.95</u>
Less: Interest earned . . .	<u>11,128.10</u>			<u>11,128.10</u>
	<u>\$ 152,575.13</u>	<u>\$ 7,003.10</u>	<u>\$ 3,372.38</u>	<u>\$ 156,205.85</u>

NORPAX NICKEL MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the seven months ended July 31, 1966

<u>Source of funds</u>			
Proceeds from sale. 215,000 shares Treasure Mountain Copper Limited			32,787.50
<u>Application of funds</u>			
Exploration and development expenditures .		1,190.42	
Administrative expenditures		7,003.10	
Purchase 212,083 shares, Salal Molybdenum Mines Limited		53,020.75	
Advances to other mining companies		<u>3,362.09</u>	<u>64,576.36</u>
<u>Decrease in working capital during period .</u>			<u>\$ 31,788.86</u>
<u>Decrease in working capital consists of</u>			
Working capital December 31, 1965			
Cash		472.26	
Accounts receivable		<u>18,938.22</u>	
		19,410.48	
<u>Less</u>			
Loans payable	8,100.00		
Accounts payable	<u>8,963.49</u>	<u>17,063.49</u>	2,346.99
<u>Working capital deficiency July 31, 1966</u>			
Cash		73.18	
Accounts receivable		<u>644.54</u>	
		717.72	
<u>Less</u>			
Loans payable	10,300.00		
Accounts payable	10,237.48		
Due to Purdex Minerals Limited	<u>9,622.11</u>	<u>30,159.59</u>	<u>29,441.87</u>
			<u>\$ 31,788.86</u>

APPROVED

F. M. Fielder Director

A. D. Bell Director

NORPAX NICKEL MINES LIMITED

ADVANCES, SALAL MOLYBDENUM MINES LIMITED

	Dr.	Cr.
Incorporation expenses	3,307.00	
Development expenditures, transfer from deferred development	61,614.38	
Administration expenditures, transfer from deferred administration	3,372.38	
Cost of obtaining rights to operate the properties, transfer from mining properties	3,333.33	
Advances, sundry	15.24	
Transfer to investment account		66,666.67
July 31, 1966	<u> </u>	<u>4,975.66</u>
	\$ 71,642.33	\$ 71,642.33
	<u> </u>	<u> </u>
July 31, 1966	\$ 4,975.66	

NORPAX NICKEL MINES LIMITED

ADVANCES, TREASURE MOUNTAIN COPPER LIMITED

	Dr.	Cr.
Development expenditures, transfer from deferred development	44,038.35	
Staking costs, transfer from mining properties	834.38	
Advances, sundry	39.85	
Transfer to investment account		45,575.00
July 31, 1966	<u>662.42</u>	<u> </u>
	\$ 45,575.00	\$ 45,575.00
	<u> </u>	<u> </u>
July 31, 1966		\$ 662.42

NORPAX NICKEL MINES LIMITED

Norpax Nickel Mines Limited has an interest in the Salal Creek Molybdenite Property.

LOCATION AND ACCESS

The Salal Creek property consisting of 243 claims in the Lillooet Mining Division, B.C. is located at the upper reaches of Salal Creek, a tributary of the Lillooet River, approximately 100 miles north of Vancouver. Elevations within the property vary from about 4,500 feet to over 8,000 feet and heavy snowfall restricts prospecting to the summer months.

There is no road to Salal Creek and, at present, access to the property is by helicopter from Pemberton, B.C. which is 40 miles southeast of the property, or from the Bridge Glacier airstrip four miles north of the property.

GEOLOGY

Molybdenite at the Salal Creek Property occurs in a granitic stock. This stock is oval in plan, consists predominantly of leucogranite and covers an area of approximately 25 square miles. There are two main facies in the body; a coarse grained granite at the margin, and a fine grained granite core. Dykes of aplite and porphyry intrude the above units, and these in turn are cut by basaltic dykes. The latter are believed to be related to necks and basaltic lavas that are widespread in the area.

PRINCIPAL WORK DONE ON SALAL CREEK PROPERTY

The most important work done to date on this property was accomplished in 1965 by Southwest Potash Corporation, a wholly owned subsidiary of the world's largest molybdenum producer, American Metal Climax, Inc. Southwest Potash Corp. has an agreement with Norpax Nickel Mines Limited and associates to explore the property.

The work done in the 1965 season consisted of mapping and surface sampling and the results obtained are fully described in a report dated November, 1965 by D. K. Mustard and P. E. Fox of Southwest Potash Corp.

A brief summary of the results obtained follows:

Mineralized granite containing significant amounts of molybdenite, exposed for widths of 100 to 600 feet, was observed at seven widely spaced localities. The lengths and depths of the mineralized rock at the localities is unknown, but it is possible that mineralized granite extends under a cover of volcanic rocks from Float Creek to Cornice Creek, a distance of 5,000 feet. Similarly, mineralized rocks at Mud Lake, Logan Ridge and Glacier Island appear to be a continuous belt 10,000 feet long and 300 feet wide.

The molybdenite is fine grained and occurs in quartz-pyrite veins (often multiple and banded), quartz vein stockworks, as coatings on joint planes and shears, and as disseminated coarse grained molybdenite.

Twenty feet of mineralized stockwork near Mud Lake assayed 0.21% MoS₂. Assay values of 0.48% MoS₂ over 30 feet were obtained from Float Creek, 0.15% MoS₂ over 30 feet from Cornice Creek and 0.20% MoS₂ over 10 feet from Float Ridge. Two bulk samples (about 50 lbs. each) of disseminated molybdenite from Glacier Island assayed 0.33% MoS₂ and 1.15% MoS₂. An average of results from surface chip samples from the northern part of the stock is 0.05% MoS₂ over 380 feet. Assays in the same order of magnitude were obtained in the south. It was observed that surface chip samples tend to give much lower assay results than bulk samples taken from freshly blasted trenches. For instance bulk samples from Upper Float Creek gave assay results of 0.04, 0.07, 0.09% MoS₂ over three consecutive 50 foot lengths compared with 0.01, 0.02, 0.01, 0.01, 0.01, 0.01, 0.01 and 0.03% MoS₂ obtained previously from surface chip samples over an equivalent eight consecutive 20 foot lengths.

In other words, the average of the bulk sample assays from freshly blasted trenches was, in this case, 4.85 times the average obtained from surface chip samples.

WORK PLANNED FOR 1966 SEASON

Southwest Potash Corp. has elected to carry out an extensive exploration programme this season. The programme will include surface prospecting, mapping, geochemical sampling and diamond drilling.

RECOMMENDATIONS

Considering the results obtained to date and the continuing interest of the Southwest Potash Corp. in the property, the writer recommends that Norpax Nickel Mines Limited endeavor to maintain as substantial a position as possible in the Salal Creek Molybdenite Property.



Walter F. Brown, P.Eng.

Toronto, Ontario
August 4, 1966.

CERTIFICATE

I, Walter F. Brown of the City of Toronto in the Province of Ontario, Canada, do hereby certify that:

1. I am a Mining Engineer residing at 24 Truman Road, Willowdale, Ontario, with office at Suite 1502, 320 Bay Street, Toronto, Ontario.
2. I am a graduate of McGill University, with the degree of Bachelor of Science in Mining Engineering (1929).
3. I am a member of the Association of Professional Engineers of Ontario and have been practising my profession continuously since graduation.
4. I have no personal interest, either directly or indirectly in the properties or securities of Norpax Nickel Mines Limited and do not expect to receive any such interest.
5. This report on Norpax Nickel Mines Limited interest in the Salal Creek Molybdenite Property is based on Company reports and a report by D. K. Mustard and P. E. Fox, of Southwest Potash Corporation.



Walter F. Brown, P.Eng.

Toronto, Ontario,
August 4, 1966.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person known to the Company whose shareholdings are large enough to materially affect control of the Company.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.		Book Value	Market Value
	500,000 shares Shebnor Mines Ltd.	\$ 1.00	Nil
	636,250 shares Salal Molybdenum Mines Limited	120,873.92	"
	117,300 shares Treasure Mountain Copper Limited	17,787.00	"
	See Schedule "B" on page 3.		
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	See Schedule "A" on page 3.		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The Company has received 157,500 shares of Salal Molybdenum Mines Limited in return for transferring the 78 mining claims referred to in the agreement with the Pemberton Prospecting and Mining Syndicate dated August 31, 1964. In return for the sale by the Company of 215,000 shares of Treasure Mountain Copper Limited to Purdex Minerals Limited, Purdex has assigned to the Company all future financing rights on the sale of Salal Molybdenum Mines Limited shares, and the Company has assigned all similar rights concerning the sale of Treasure Mountain Copper Limited shares to Purdex Minerals Limited. The shares of the Company are not presently in the course of primary distribution to the public. However, the shares referred to in item 6. hereof, when issued, will be in primary distribution. There are no other material facts.		

DATED August 3, 1966

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORPAX NICKEL MINES LIMITED

"R.D. Bell"

CORPORATE
SEAL

"F.M. Fielder"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

E.H. Pooler & Co. Limited

Draper Dobie & Company Limited

Hector M. Chisholm & Co. Limited

per: "J.C. Evans"

per: "W.M. Wismer"

per: "H.M. Chisholm"

per: "J.G. McIlroy"

per: D.J. Coulter

per: [Signature]

J. Bradley Streit & Company Limited

per: "J.D. Streit"

per: "J.B. Streit"

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

SCHEDULE

ITEM 20(a)

The Company has acquired, in association with Purdex Minerals Limited, working options on two mining properties, and three groups of mineral claims by staking, in the Province of British Columbia. The details of these working options and stakings and particulars of the Company's interest therein are as follows:

Salal Creek Area, Lillooet Mining Division (Molybdenum prospect)

The Company as to 66-2/3% interest and Purdex Minerals Limited as to a 33-1/3% interest (hereinafter referred to as the "Companies") acquired on June 10th, 1964 through an arm's length transaction from Kelcam Mining Company Limited (NPL), 409 Granville Street, Vancouver 2, B.C., a working option on a group of 32 recorded mineral claims situated near Salal Creek in the Pemberton Valley area in the Lillooet Mining Division of British Columbia. A summary of the terms of this option is as follows:

- 1) After an examination period the Companies in consideration of \$2,500.00 acquired the right to explore the property up to December 31, 1964. The Companies are committed to expend prior to December 31, 1964 a sum of not less than \$22,500.00 in the geological examination, prospecting and exploration of the property.
- 2) In the event that the Companies elect to proceed with further exploration on the optioned property after January 1st, 1965, notice in writing to that effect must be given and a further sum of \$2,500.00 must be paid to Kelcam. If the Companies make the said payment of \$2,500.00, they are committed to expend a further sum of \$72,500.00 on the property prior to December 31, 1965. Any excess expenditures during 1964 can be applied against this commitment of \$72,500.00.
- 3) To exercise the option the Companies must on or before January 1st, 1966, do the following:
 - (a) Cause the incorporation of an Ontario company with a capitalization of 5,000,000 shares;
 - (b) Transfer to this new company the optioned property and such claims of a group of 30 claims recently staked in the same general area by the Companies at a cost of \$1,779.75, or any other claims subsequently acquired within an area of three miles of the outside boundary of the optioned property as are then held in good standing, for a consideration of 900,000 shares of the new company, 585,000 shares of which will be issued to Kelcam, and 315,000 shares of which would be issued to the Companies (usual escrow provisions);
 - (c) Issue 400,000 shares of the new company at a price of 25¢ per share to the Companies in consideration for their expenditures on the optioned property which would then total \$100,000.00;
 - (d) Commit themselves to an underwriting and option agreement whereby the Companies would purchase 400,000 shares of the new company for \$110,000.00 and receive options to purchase an additional 600,000 shares of the new company in blocks of 200,000 shares each at the prices of 30¢, 40¢ and 50¢ respectively;
 - (e) Retain all the optioned claims in good standing unless ninety days' prior notice is given to Kelcam of their intention to drop any of the mineral claims.

The Companies' consultant has recommended an initial exploration program of between \$25,000.00 and \$30,000.00 on the optioned properties and the adjacent group of claims staked by the Companies. The Companies intend to carry out this program during the current exploration season.

Northwest Group, Omineca Mining Division (Copper prospect)

The Company as to a 33-1/3% interest and Purdex Minerals Limited as to a 66-2/3% interest (hereinafter referred to as the "Companies") acquired on June 9th, 1964 through an arm's length transaction from Len Belliveau and Associates, 123 West Osborne, North Vancouver, B.C., a working

option on a group of 43 recorded mineral claims situated on Treasure Mountain in the Omineca Mining Division of the Province of British Columbia. A summary of the terms of this option is as follows:

- 1) After an examination period which ended July 31st, 1964, the Companies elected to continue their option on the said property until December 31, 1964 and are committed to expend a sum of not less than \$15,000.00 in the geological examination, prospecting and exploration of the property.
- 2) The Companies have agreed to maintain the optioned claims in good standing until December 31, 1964.
- 3) To exercise the option the Companies must do the following:
 - (a) Notify on or before January 1st, 1965, Belliveau and Associates, of their intention to do so;
 - (b) Organize a new company on or before March 31, 1965 to acquire the optioned property and issue to Belliveau and Associates one-third of the vendor's consideration and to the Companies two-thirds of the vendor's consideration (usual escrow provisions);
 - (c) Grant Belliveau and Associates the option to purchase in the aggregate 25% but not more than 25,000 shares of the consideration received by the Companies for their expenditures on the optioned property, at the same price paid for such shares by the Companies;
 - (d) Grant Belliveau and Associates the option to acquire up to a 10% interest in any underwriting and option agreement which the new company may enter into with the Companies. In the event that Belliveau and Associates do not exercise their option to purchase an interest in any underwriting and option agreement, their rights at that time with respect to this section shall cease.

The Companies' consultant has recommended an initial exploration program of \$15,000.00 on the optioned property. The Companies intend to carry out this program during the current exploration season.

Bear Lake Area, Omineca Mining Division (Copper prospect)

The Company as to a 33-1/3% interest and Purdex Minerals Limited as to a 66-2/3% interest have acquired by staking at a cost of \$1,701.67 a group of 24 mineral claims situated on the west side of Bear Lake, one hundred miles due north of Smithers, B.C. The Companies' consultant has recommended an initial exploration program of between \$10,000.00 and \$15,000.00 to investigate this property. The Companies intend to commence this exploration program in the near future.

Marroon Creek Area, Terrace, B.C. (Copper prospect)

The Company as to a 33-1/3% interest and Purdex Minerals Limited as to a 66-2/3% interest have acquired by staking a group of 28 mineral claims situated at the mouth of Marroon Creek on the southeast shore of Kitsumgallum Lake, about twenty miles north of Terrace, B.C., at a cost of \$856.81. The Companies' consultant has recommended an initial exploration program of \$5,000.00 to investigate this property. The Companies intend to commence this exploration program in the near future.

FINANCIAL STATEMENTS

NORPAX NICKEL MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

July 31, 1964

--ASSETS--

Current assets

Cash	30,859.27	
Accounts receivable.	8,883.56	
Advances	<u>13,633.17</u>	53,376.00

Fixed assets

Mining properties at cost consisting of \$37,002.53 cash and 710,664 shares of capital stock issued for \$108,065.60	145,068.13	
Buildings and equipment at cost less proceeds from sales	<u>95,790.92</u>	240,859.05

Other assets

Inventory of supplies at book value	1,004.60	
Investment in Shebnor Mines Limited at nominal value	1.00	
Deferred exploration, development and administrative expenditures . . .	<u>1,109,251.29</u>	1,110,256.89
		<u>1,404,491.94</u>

--LIABILITIES--

Current liabilities

Accounts payable and accrued expenses		7,602.26
---------------------------------------	--	----------

Shareholders equity

Capital stock:		
Authorized, 7,500,000 shares of \$1.00 par value		
Issued, 6,750,000 shares	6,750,000.00	
Less: Discount on shares	<u>5,018,971.10</u>	1,731,028.90
Deficit	<u>334,139.22</u>	1,396,889.68
		<u>1,404,491.94</u>

APPROVED:

W. L. Appelbaum Director

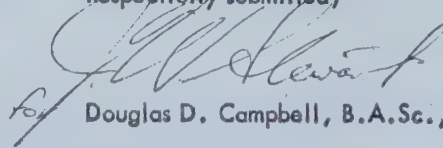
J. M. Fielder Director

CERTIFICATE

I, Douglas D. Campbell, with business and residential addresses in Vancouver, British Columbia, do hereby certify that:

1. I am a consulting geological engineer.
2. I am a graduate of the University of British Columbia, (B.A.Sc., Geological Engineering, 1946), and of the California Institute of Technology, (Ph.D., Economic Geology and Geophysics, 1955).
3. I am a registered Professional Engineer of the Province of British Columbia.
4. From 1946 until 1957 I was engaged in mining and mining exploration in Canada and the United States as geologist for a number of companies. I was chief geologist for Eldorado Mining and Refining Co. Ltd. when I retired in 1957 to begin private practice as a consulting geologist.
5. I personally have examined and assessed all available government reports and plans concerning this property and in addition have interviewed the principal engineer who supervised the work on the property.
6. I have not received, nor do I expect to receive, any interest directly or indirectly in the properties or securities of Purdex Minerals Ltd.

Respectfully submitted,



Douglas D. Campbell, B.A.Sc., Ph.D., P. Eng.

Vancouver, B. C.

DOUGLAS D. CAMPBELL
CONSULTING GEOLOGIST
314 MARINE BUILDING
VANCOUVER I.B.C.

July 16, 1964

Purdex Minerals Ltd.,
330 Bay Street, Suite 1404,
Toronto, Ont.

Dear Sirs:

Re: Purdex Minerals Ltd.
NORTHWEST GROUP

I have studied the plans, sections, core logs and literature available from reports on this property of three private geologists as well as the government literature. My assessment of this large quantity of information is as follows.

LOCATION: 54°30' N. Lat, 128° E. Long. Omineca Mining Division, B. C.

The claim group is located on the slope of Treasure Mountain on the west side of the Zymoetz River approximately 20 miles upstream of the confluence of that river with the Skeena River. The property lies approximately 25 miles due east of the town of Terrace, B. C.

Access for about half way up the Zymoetz River is by logging road then by trail. Alternate access is by helicopter from Terrace.

The property consists of 44 claims and fractions grouped in a rectangular north-trending block on the southerly slope of Treasure Mountain. The claims are between elevations of 3700 and 4000 feet above sea level.

HISTORY: The property has been prospected sporadically for many years and in that interval scattered trenches and pits were excavated on the more promising showings. At least two adits were collared in the bluff beneath the showings but were abandoned within short distances.

Premier Border Gold Mines Ltd. optioned the property in 1956 and completed 3000 feet of diamond drilling on one of the larger showings.

In 1963 Bralome Mines Ltd. optioned the property from the present owner and put in a number of new open cuts in the showings that had been drilled and in addition, discovered new copper occurrences to the north. Some mapping was done by Mr. D. James, Chief Geologist for Bralome.

GEOLOGY: The Coast Range Batholith extends almost continuously along the west coast of British Columbia from the United States border to the Yukon. At its eastern contact, the igneous rocks are intrusive into a complex series of sediments and volcanic rocks which are highly folded and metamorphosed. This is generally conceded to be an area that is favorable for the deposition of metaliferous deposits. Several of the important mines of British Columbia are situated near this contact.

The Treasure Mountain group is close to the eastern contact and the underlying rocks appear to conform to the general pattern

The principal showing is situated in the northeast corner of Chalco No. 1 mineral claim. Here a vertical cliff about 25 feet high and 80 feet long exposes andesite that has been shattered by numerous fractures. Some of the fractures strike in a general north-south direction and others cross at about a right angle, or in an east-west direction. Copper mineralization follows the fractures in part but also takes the form of fine-grained crystals disseminated throughout the rock itself. There appears to be a definite relationship between the number of fractures and the amount of the copper mineralization, the parts that are more highly fractured contain the highest grade copper. The most important mineral is bornite but this has been altered mainly to malachite at the exposed surfaces.

MINERALIZATION:

Samples taken across the face of the cliff indicate an east zone, 24 feet wide, well mineralized with copper sulphides; a central zone, 22 feet wide, comparatively barren; and a west zone, 26 feet wide, well mineralized with copper sulphides.

Samples taken by Donald D. Fraser in 1955 give an average across the face of the cliff of 1.96% copper and about one ounce per ton of silver over a total length of 72 feet.

Several other showings of copper mineralization were examined in the more northerly part of the property. They appear to be a definite vein-type deposit with bornite the most important sulphide. The surface exposures have been weathered and the bornite altered to malachite and azurite.

The following is an excerpt from a report on the drilling of the property, written by Dr. A. G. Pentland, P. Eng., in 1957:

DIAMOND DRILL RESULTS: Diamond drilling was concentrated near the showing on the Chalco No. 1 mineral claim because this gave promise of proving the largest tonnage with the minimum amount of work.

A total of about 3,000 feet of drilling was completed. Holes 1, 2, 4, 6, 7, 8 and 9 were spaced along a north-south line and drilled in a westerly direction to test the continuation of the copper mineralization exposed in the face of the cliff. All were north of the cliff with the exception of No. 9 which was located to the south.

The following results were obtained:

<u>D. D. No.</u>	<u>From</u>	<u>To</u>	<u>Length</u>	<u>% Copper</u>
1	18	33	15	2.8
2	49	74	25	1.2
6	265	300	35	1.5
7	65	80	15	2.2

Hole No. 8 at the extreme northern end and hole No. 9 to the south of the cliff failed to intersect ore. The holes mentioned above intersected the ore zone in the eastern half of the cliff only. Four holes from one set-up were drilled with an x-ray machine to test an exposure of copper ore situated about 250 feet northeast of the cliff. This may be the continuation of the ore exposed in the western part of the cliff.

Results were as follows:

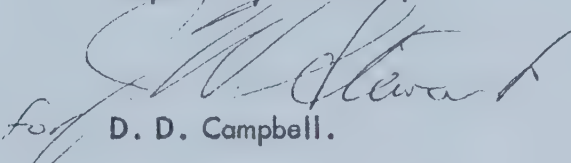
<u>D. D. No.</u>	<u>Width</u>	<u>% Copper</u>	<u>Oz. Silver</u>
X-1	13 feet	1.48	0.47
X-3	20	3.26	0.75
X-4	18	2.2	0.62

This gives an average of 17 feet having a grade of 2.43% copper and 0.63 oz. silver. Hole X-2 encountered very little copper mineralization.

Several other holes were drilled in a southerly direction to test for a possible east-west structure. These did not encounter ore.

RECOMMENDATIONS: In the writer's opinion, the extensive occurrences of disseminated copper minerals in the rock at several localities on the property, in proportions definitely of ore grade, are intriguing features not invalidated by the existing work. In my opinion, this showing definitely deserves more geological work and development. Such work will probably involve more trenching and drilling. I recommend the expenditure of about \$15,000 on the initial exploration of the showings on the Northwest Group.

Respectfully submitted,

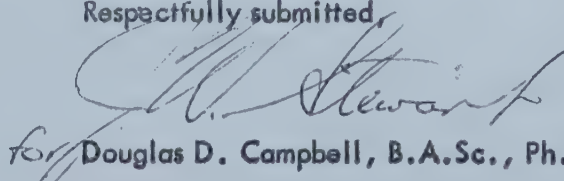

D. D. Campbell.

CERTIFICATE

I Douglas D. Campbell, with business and residential addresses in Vancouver, British Columbia, do hereby certify that:

1. I am a consulting geological engineer.
2. I am a graduate of the University of British Columbia, (B.A.Sc., Geological Engineering, 1946), and of the California Institute of Technology, (Ph.D., Economic Geology and Geophysics, 1955).
3. I am a registered Professional Engineer of the Province of British Columbia.
4. From 1946 until 1957 I was engaged in mining and mining exploration in Canada and the United States as geologist for a number of companies. I was chief geologist for Eldorado Mining and Refining Co. Ltd. when I retired in 1957 to begin private practice as a consulting geologist.
5. I personally have examined and assessed all available government reports and plans concerning this property and in addition have interviewed the principal engineer who supervised the work on the property.
6. I have not received, nor do I expect to receive, any interest directly or indirectly in the properties or securities of Purdex Minerals Ltd.

Respectfully submitted,


Douglas D. Campbell, B.A.Sc., Ph.D., P. Eng.

Vancouver, B. C.

filed

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 303.
FILED, DECEMBER 16th, 1965.

NORPAX NICKEL MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1313, dated May 18, 1965.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	The Company, Purdex Minerals Limited and the Pemberton Prospecting & Mining Syndicate have entered into an agreement with Southwest Potash Corporation, details of which are set out in Schedule "A" hereto. (See Schedule "A" on page 2)
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 10,000,000 shares of \$1.00 par value each Issued and Outstanding: 7,350,000 shares
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The option on 200,000 shares at 20¢ per share due on November 20, 1965 was not exercised and the agreement with Draper Dobie & Co. Limited has been terminated.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Re; Salal Creek property - Inasmuch as Southwest Potash is obliged under the terms of its Working Option on the Salal Creek molybdenum property, controlled by Norpax and Purdex, to expend a minimum of \$150,000.00 during 1966 on exploration and development of the property, the two companies, Norpax and Purdex, will not engage in any work on the property during 1966. Re: Treasure Mountain Copper property - The interest in this property is held by Purdex and Norpax through ownership of the majority of shares in Treasure Mountain Copper Mines Limited. Consulting Engineers who have been in charge of the diamond drilling and other exploratory work at the property during the past two years have recommended a program of additional drilling. Inasmuch as work at this property, due to snow conditions at its elevation of 4,000 to 5,000 feet, cannot usually commence until June, the extent of work which may be undertaken during the 1966 season has not yet been determined by the Directors of Treasure Mountain Copper Mines Limited.
10. Brief statement of company's chief development work during past year.	The 1965 exploratory program at the Treasure Mountain Copper property controlled by Purdex and Norpax commenced as soon as snow conditions allowed, on June 3rd, 1965, and continued until August 31st 1965. Nine drill holes, totalling 2,578 feet were drilled in the No. 2 zone indicating its limited extent; and one hole was drilled in the main No. 1 zone, for a length of 433 feet. Other crew members engaged in prospecting the remainder of the property, as a result of which a number of other copper bearing outcrops were noted. Inasmuch as Norpax, Purdex and Pemberton had granted to Southwest Potash Corporation the exclusive right to examine their Salal Creek molybdenum claims during 1965, Norpax and Purdex did not themselves conduct any work on the claims during the year. Southwest Potash, which in November, 1965, exercised its Option to continue exploration and development of the property in 1966, explored the Salal Creek area extensively during the examination period, assayed 231 samples and made several new molybdenum discoveries, both on the original claim group and on adjacent ground.

THIS IS SCHEDULE "A" TO THE AMENDING FILING
STATEMENT OF NORPAX NICKEL MINES LIMITED

By Agreement in writing dated the 28th day of June, 1965, Norpax, Purdex Minerals Limited and the Pemberton Prospecting & Mining Syndicate (hereinafter called "the Vendors") granted to Southwest Potash Corporation, 718 Granville Street, Vancouver, B.C. (hereinafter called "Southwest") the exclusive right of access to 78 mineral claims situate on the east fork of Salal Creek in the Lillooet Mining Division of British Columbia to carry out a preliminary examination thereon. Southwest has now completed the said examination and has elected to proceed with the exploration and development of the property. In accordance with the terms of the said agreement of June 28, 1965, the Vendors are now incorporating a new Ontario company under the name Salal Molybdenum Mines Limited (hereinafter referred to as the "new Company") and will transfer the said claims to it. In consideration of the said transfer the vendors will receive shares in the new company in accordance with the terms of the agreement dated August 31, 1964 made between Norpax and the Pemberton Syndicate (see Amending Filing Statement No.227 and Filing Statement 1313) and the vendors will cause the new company to enter into an agreement with Southwest.

The agreement between Southwest and the new company will be an exclusive working option to acquire the said claims and under it Southwest will be committed to spend the sum of \$200,000 on the claims by January 31, 1967, by way of exploration and development (\$50,000 of which Southwest has already expended in its preliminary examination) and, thereafter, over a period of three years, will be required to expend a total of \$605,000 to maintain the option in force. Southwest will be required to give notice to the new company in writing if it wishes to exercise its option to acquire the said claims and, on the exercise of the option, Southwest shall pay to the new company in respect of its retained interest in the said mineral claims, 25% of the net profits derived in each calendar year from the operation of the said claims by Southwest. There will be no distribution of net profits until the aggregate net profits earned equals the total amounts of capital expenditures and preproduction expenditures incurred by Southwest.

It is the intention that Southwest should, if it exercises its option, proceed in a continuous manner with work to place the property in production. It is provided in the agreement that if the property is not in production in reasonable commercial quantities during the calendar year 1973 Southwest shall, commencing with such calendar year, pay to the new company by way of advances against the percentage of net profits payable to it the sum of \$100,000; the sum of \$150,000 in respect of the calendar year 1974; the sum of \$200,000 in respect of the calendar year 1975; the sum of \$250,000 in respect of the calendar year 1976 and the sum of \$300,000 in respect of the calendar year 1977 and in each calendar year thereafter until such time as the property is in production. As net profits payments become payable from production Southwest shall apply such payments against advances paid to the new company until such advances have been fully repaid.

It is further provided in the agreement that if at any time during the term of the agreement the new company shall desire to sell or otherwise dispose of its retained interest or any portion thereof it shall notify Southwest in writing of the price and the terms on which it desires to sell and Southwest shall have ninety days in which to accept. If Southwest fails to elect to purchase such interest the new company shall be free to sell same to a third party at a price not less than the price stated in such notice to Southwest.

The agreement provides that if, after having elected to proceed, Southwest decides to abandon any part of the said mineral claims it will first offer same to the new company without charge and if, after having built a mining plant and ancillary equipment on the property it ceases production and decides to abandon same it will offer same to the new company at a fair market value and if the new company does not purchase same and the plant and equipment is sold to a third party the new company shall receive 25% of the net profits.

FINANCIAL STATEMENTS

NORPAX NICKEL MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the eight month period ended November 30, 1965

Source of funds

Capital stock issued, 400,000 shares at 15¢ per share	60,000.00
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Application of funds

Investment in Treasure Mountain Mines Limited	5,000.00
Repayment of advances to Purdex Minerals Limited	11,952.42
Exploration and development expenditures	23,832.11
Administrative expenditures	11,888.03
	<u>52,672.56</u>
Increase in working capital	<u>7,327.44</u>
	<u>60,000.00</u>

Increase in working capital consists of

Working capital as at November 30, 1965

Cash	135.26
Accounts receivable	500.00
Due from Purdex Minerals Limited	12,257.70
Accountable exploration advances	268.47
	<u>13,161.43</u>

Less

Accounts payable	2,025.01	
Loans payable	<u>1,500.00</u>	<u>3,525.01</u>
		9,636.42

Deduct

Working capital as at March 31, 1965

Accounts receivable	326.00
Advances	<u>4,117.87</u>
	<u>4,443.87</u>

Less

Bank overdraft	99.89	
Accounts payable	<u>2,035.00</u>	<u>2,134.89</u>
		<u>2,308.98</u>
		<u>7,327.44</u>

APPROVED:

J. M. Fielder Director

[Signature] Director

17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.

Under the terms of the vendor agreements relative to Treasure Mountain Copper Mines Limited property, Purdex-Norpax have received 450,000 vendor shares, and are entitled to an additional 340,000 shares for approximately \$85,000. expended in exploration and development of the property in the past two years (not including a \$15,000. expenditure which the companies were committed to expend on the properties under the terms of the agreement). Of these shares Purdex is entitled to 526,667 shares and Norpax to 263,333 of the total issued 1,090,000 shares. Len Belliveau & Associates, vendors of part of the property, have received 250,000 vendor shares and have the privilege, within a limited time after issuance of the 340,000 shares, to purchase a total of 25,000 of the 340,000 shares at their 25¢ per share issuance price.

In accordance with terms of the agreements relative to the Salal Creek molybdenum property, Norpax is entitled to receive 157,500 vendor shares of the New Company (Salal Molybdenum Mines Limited), and Purdex 78,750 shares. For monies expended on exploration and development of the property in 1963 and 1964, totalling approximately \$100,000. Norpax is entitled to receive an additional 266,667 shares and Purdex 133,333 shares. This will give Norpax a total of 424,167 shares, Purdex 212,083, of a total issued capital of 1,150,000 shares. The two companies (Norpax 2/3rds and Purdex 1/3rd) have also agreed to cause to be underwritten 400,000 shares of the capital stock of the New Company, half at 25¢ a share, half at 30¢, payable by July 31st and August 31st, 1966, and will then be entitled to Options on 600,000 additional shares in blocks of 200,000 shares each at prices of 30¢, 40¢ and 50¢, at three month intervals. Exercise by the two companies of the Underwriting and Options in full would then give Norpax 1,090,834 shares or 50.7% of the New Company's issued capital, and Purdex 545,416 shares or 25.3% of the issued capital.

Shares		Book Value	Quoted Market Value
500,000	Shebnot Mines Ltd.	1.00	-
166,667	Treasure Mountain Copper	5,000.00	-

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

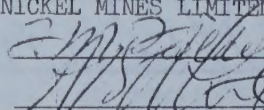
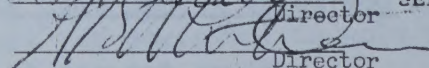
A total of 101 additional claims adjoining the original 78-claim group were staked by Southwest Potash to cover the additional showings. In accordance with the terms of the Working Option agreement all such additional claims are to be transferred, together with the original 78 claims, to the New Company (Salal Molybdenum Mines Limited) that is being formed and which will be controlled by Norpax and Purdex and which will grant a continuing Working Option, as agreed, to Southwest Potash.

Any of the shares taken down under previous Underwriting and Option Agreements remaining in the hands of the Underwriters and presently unsold if offered to the public will constitute primary distribution. Other than the aforesaid the shares of the Company are not in primary distribution to the public. There are no other material facts.

DATED December 13, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORPAX NICKEL MINES LIMITED
"F.M. Fielder"  CORPORATE SEAL
"A.B. Whitelaw"  Director
Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)